

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD MAY 1, 2023, THROUGH MAY 31, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 08/22/2023
JOSHUA A. SUSSBERG Date

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
May 1, 2023, through May 31, 2023 (the “Compensation Period”)

Fee Total	\$1,696,606.00
Disbursement Total	\$484,875.60
Total Fees Plus Disbursements	\$2,181,481.60

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$11,316,570.64
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$2,104,199.30
Total Received by Applicant:	\$9,212,371.34

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Ziv Ben-Shahar	Associate	Restructuring	2022	7.20	\$735.00	\$5,292.00
Cade C. Boland	Associate	Litigation - General	2021	4.20	\$985.00	\$4,137.00
Trevor Eck	Associate	Restructuring	Pending	24.00	\$735.00	\$17,640.00
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	0.20	\$1,245.00	\$249.00
David Hackel	Associate	Restructuring	Pending	17.60	\$735.00	\$12,936.00
Rob Jacobson	Associate	Restructuring	2019	152.90	\$1,155.00	\$176,599.50
Katherine Karnosh	Associate	Taxation	2021	2.90	\$935.00	\$2,711.50
Mike James Koch	Associate	Restructuring	2020	109.20	\$735.00	\$80,262.00
Sarah R. Margolis	Associate	Restructuring	2021	37.10	\$995.00	\$36,914.50
Brian Nakhaimousa	Associate	Restructuring	2021	81.60	\$995.00	\$81,192.00
Alex D. Pappas	Associate	Litigation - General	2021	9.40	\$985.00	\$9,259.00
Isabella J. Paretti	Associate	Restructuring	Pending	48.90	\$735.00	\$35,941.50
Francis Petrie	Associate	Restructuring	2017	198.70	\$1,295.00	\$257,316.50
Margaret Reiney	Associate	Restructuring	2018	87.90	\$1,155.00	\$101,524.50
Jimmy Ryan	Associate	Restructuring	2022	77.40	\$885.00	\$68,499.00
Alexandra Schrader	Associate	Litigation - General	2021	38.70	\$985.00	\$38,119.50
Katie J. Welch	Associate	Litigation - General	2018	5.90	\$1,135.00	\$6,696.50
Bob Allen, P.C.	Partner	Litigation - General	2012	17.70	\$1,605.00	\$28,408.50
Kelsey Bleiweiss	Partner	Litigation - General	2016	11.90	\$1,245.00	\$14,815.50
Steven M. Cantor	Partner	Taxation	2017	8.40	\$1,455.00	\$12,222.00
Susan D. Golden	Partner	Restructuring	1988	11.20	\$1,475.00	\$16,520.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	30.00	\$1,620.00	\$48,600.00
Casey McGushin	Partner	Litigation - General	2014	44.20	\$1,415.00	\$62,543.00
Christine A. Okike, P.C.	Partner	Restructuring	2009	131.40	\$1,850.00	\$243,090.00
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	3.00	\$1,425.00	\$4,275.00
William T. Pruitt	Partner	Litigation - General	2004	7.90	\$1,550.00	\$12,245.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	4.40	\$1,680.00	\$7,392.00
Michael B. Slade	Partner	Litigation - General	1999	122.10	\$1,855.00	\$226,495.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	27.80	\$2,045.00	\$56,851.00

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Abbie Holtzman	Junior Paralegal	Litigation - General	N/A	6.20	\$295.00	\$1,829.00
Molly Portwood	Junior Paralegal	IP Litigation	N/A	9.10	\$295.00	\$2,684.50
Megan Bowsher	Paralegal	Litigation - General	N/A	13.40	\$395.00	\$5,293.00
Julia R. Foster	Paralegal	Restructuring	N/A	12.70	\$480.00	\$6,096.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	6.30	\$550.00	\$3,465.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	2.80	\$475.00	\$1,330.00
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	3.90	\$315.00	\$1,228.50
Eric Nyberg	Conflicts Analyst II	Conflicts Analysis	N/A	10.50	\$475.00	\$4,987.50
TOTALS				1,391.70		\$1,696,606.00

SECTION II
SUMMARY OF SERVICES

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	172.60	\$216,235.50
6	Case Administration	25.70	\$39,591.50
7	Cash Management	5.70	\$7,722.50
8	Customer and Vendor Communications	9.70	\$13,732.50
9	Claims Administration and Objections	2.50	\$2,719.00
11	Use, Sale, and Disposition of Property	6.10	\$5,371.50
12	Corp., Governance, & Securities Matters	1.30	\$2,405.00
13	Employee Matters	3.60	\$5,830.00
15	SOFAs and Schedules	5.50	\$5,928.50
16	Hearings	13.50	\$20,216.00
17	Insurance and Surety Matters	7.40	\$11,691.00
18	Disclosure Statement, Plan, Confirmation	517.40	\$633,396.00
19	International Issues	2.40	\$4,440.00
20	K&E Retention and Fee Matters	130.10	\$116,702.00
21	Non-K&E Retention and Fee Matters	34.80	\$34,212.00
22	Tax Matters	15.70	\$23,659.00
23	Non-Working Travel	19.10	\$29,490.50
24	U.S. Trustee Communications & Reporting	8.40	\$8,402.50
25	Regulatory	53.10	\$61,532.50
26	Investigation Matters	143.80	\$191,837.00
28	Pro Se Party Communication	6.50	\$5,791.50
29	Wallet Withdrawal Relief	206.80	\$255,700.00
SERVICES TOTALS		1,391.70	\$1,696,606.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$16.00
Standard Copies or Prints	\$264.50
Color Copies or Prints	\$1,036.50
Outside Messenger Services	\$407.15
Local Transportation	\$117.02
Travel Expense	\$8,273.67
Airfare	\$4,693.92
Transportation to/from airport	\$3,588.01
Travel Meals	\$634.31
Court Reporter Fee/Deposition	\$18,569.72
Professional Fees	\$430,229.41
Catering Expenses	\$5,982.00
Computer Database Research	\$3,944.67
Westlaw Research	\$2,921.04
LexisNexis Research	\$2,464.51
Overtime Transportation	\$622.07
Overtime Meals - Attorney	\$921.73
Overnight Delivery - Hard	\$116.37
Computer Database Research - Soft	\$73.00
DISBURSEMENTS TOTAL	\$484,875.60

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See Exhibit A.*
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) With regard to the Wallet Withdrawal Motion, the Applicant:
 - (i) researched, drafted, and filed a responsive pleading in support of the Wallet Withdrawal Motion [Docket No. 834];
 - (ii) negotiated, drafted, and filed stipulated facts in advance of the hearing on the Wallet Withdrawal Motion [Docket No. 842];
 - (iii) participated in discovery, including preparing for and defending a deposition of one of the Debtors' officers; and
 - (iv) obtained an order approving the Wallet Withdrawal Motion [Docket No. 923].
 - (b) The Applicant drafted, coordinated with the Debtors' other advisors, and filed a chapter 11 plan [Docket No. 875].
 - (c) The Applicant researched, drafted, and filed a disclosure statement [Docket No. 874], motion seeking approval thereof, and related materials [Docket No. 876] regarding the Debtors' proposed chapter 11 plan.
 - (d) The Applicant researched, drafted and filed a second motion seeking extensions of the Debtors' exclusive periods to file and solicit a chapter 11 plan [Docket No. 886].
 - (e) The Applicant researched, drafted, and filed a responsive pleading in opposition to the Official Committee of Unsecured Creditors' (the "Committee") emergency

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

motion requesting a remedy for the Debtors' alleged improper plan solicitation [Docket No. 926].

- (f) The Applicant drafted and filed its first interim fee application [Docket No. 898].
 - (g) The Applicant coordinated, drafted, and filed an application to retain Deloitte Tax LLP as a tax services provider [Docket No. 921].
 - (h) The Applicant drafted and filed a third supplemental declaration in support of retention and in furtherance of an agreement with the United States Trustee to unredact certain confidential potential counterparties to the sale of the Debtors' self-mining assets [Docket No. 990].
 - (i) The Applicant worked with the Debtors' advisors and co-counsel to prepare and file monthly operating reports for each Debtor.
 - (j) The Applicant prepared and filed the quarterly statement of fees and expenses incurred by the Debtors' ordinary course professionals [Docket No. 1016].
 - (k) The Applicant attended and participated in hearings related to the foregoing.
 - (l) The Applicant prepared its report and recommendations in connection with the investigation of the Special Committee of the Debtors' Boards of Directors.
 - (m) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (n) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time. This is the sixth monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

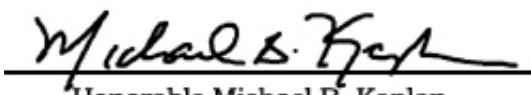
Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS**

HEREBY ORDERED THAT:

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as Exhibit 1, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States
+1 212 446 4800
www.kirkland.com

Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction"))). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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November 12, 2022
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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

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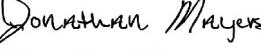
CONFIDENTIAL

By:


Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:

By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082747
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 216,235.50
Total legal services rendered	\$ 216,235.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Megan Bowsher	0.80	395.00	316.00
Megan Buenviaje	0.60	475.00	285.00
Julia R. Foster	0.40	480.00	192.00
Abbie Holtzman	0.80	295.00	236.00
Richard U. S. Howell, P.C.	4.00	1,620.00	6,480.00
Mike James Koch	16.80	735.00	12,348.00
Casey McGushin	2.70	1,415.00	3,820.50
Brian Nakhaimousa	1.40	995.00	1,393.00
Christine A. Okike, P.C.	17.60	1,850.00	32,560.00
Francis Petrie	41.70	1,295.00	54,001.50
William T. Pruitt	1.10	1,550.00	1,705.00
Margaret Reiney	9.30	1,155.00	10,741.50
Jimmy Ryan	16.10	885.00	14,248.50
Alexandra Schrader	38.30	985.00	37,725.50
Michael B. Slade	13.10	1,855.00	24,300.50
Josh Sussberg, P.C.	7.60	2,045.00	15,542.00
Katie J. Welch	0.30	1,135.00	340.50
TOTALS	172.60		\$ 216,235.50

Description of Legal Services

Date	Name	Hours	Description
05/01/23	Alexandra Schrader	0.20	Review draft investigation report.
05/02/23	Katie J. Welch	0.30	Review documents re F. Marquez deposition.
05/03/23	Megan Bowsher	0.20	File and organize deposition transcripts for J. Hill.
05/03/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team re 9019 motion.
05/04/23	Alexandra Schrader	0.80	Draft settlement demand letter template.
05/05/23	Julia R. Foster	0.40	Research precedent re custodian stipulation and witness-exhibit list.
05/08/23	Alexandra Schrader	0.20	Review and revise settlement demand letter.
05/09/23	Megan Bowsher	0.60	File and organize deposition transcripts and exhibits for attorney review.
05/09/23	Jimmy Ryan	1.10	Draft 9019 motion re chapter 11 plan settlement.
05/10/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. McGushin, K&E team re open litigation issues.
05/11/23	Alexandra Schrader	1.00	Review and revise draft investigation report.
05/12/23	Richard U. S. Howell, P.C.	0.30	Review investigation report.
05/15/23	Alexandra Schrader	0.20	Correspond with C. Costello, K&E team re e-discovery.
05/16/23	Jimmy Ryan	3.90	Draft 9019 motion.
05/17/23	Richard U. S. Howell, P.C.	0.30	Telephone conference with C. McGushin, K&E team re open litigation issues.
05/17/23	Jimmy Ryan	3.90	Draft 9019 motion (3.1); review, analyze precedent re same (.8).
05/17/23	Alexandra Schrader	4.70	Review documents re hearing preparation (2.0); review and revise draft investigation report (2.7).
05/17/23	Josh Sussberg, P.C.	0.10	Correspond with Company management re mediation.
05/18/23	Mike James Koch	2.60	Review, revise mediation order (1.3); correspond with M. Reiney, F. Petrie re same (.4); draft, review, revise corrective letter (.6); correspond with M. Reiney, F. Petrie re same (.3).
05/18/23	Casey McGushin	1.30	Review, analyze UCC report.

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Brian Nakhaimousa	1.40	Review, revise complaint re adversary proceeding (1.2); correspond with Haynes Boone, F. Petrie, C. McGushin re same (.2).
05/18/23	Francis Petrie	3.50	Review, analyze Committee report (2.3); draft board correspondence re same (1.2).
05/18/23	Margaret Reiney	1.20	Review, revise mediation stipulation and order.
05/18/23	Jimmy Ryan	6.20	Draft 9019 motion (3.9); further review and revise same (2.3).
05/18/23	Alexandra Schrader	1.20	Review Committee report.
05/18/23	Josh Sussberg, P.C.	0.40	Telephone conference with M. Meghji re mediation (.3); correspond re mediation and related order (.1).
05/19/23	Richard U. S. Howell, P.C.	0.20	Review Committee report.
05/19/23	Alexandra Schrader	0.60	Review Committee report.
05/19/23	Michael B. Slade	0.80	Correspond with C. Okike, K&E team re mediation.
05/19/23	Josh Sussberg, P.C.	2.20	Conference with M. Sirota re status (.1); correspond with M. Sirota re mediation (.3); conferences with R. Stark re same (.3); correspond with F. Petrie re court order (.2); conferences with J. Mayers re status (.3); conference with Company re same (.2); correspond with Brown Rudnick re corrective statement and next steps (.3); conference with M. Sirota re mediation and correspond re same (.2); correspond with M. Slade, C. Okike and F. Petrie re status (.1); review transcript re Court hearing (.1); correspond with R. Howell, M. Slade re UCC letter (.1).
05/20/23	Josh Sussberg, P.C.	0.30	Telephone conference with Haynes and Boone re mediation (.2); correspond F. Petrie re same (.1).
05/21/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re mediation.
05/22/23	Megan Buenviaje	0.60	Prepare summary re UCC discovery.
05/22/23	Mike James Koch	2.60	Draft mediation statement (2.4); correspond with F. Petrie, M. Reiney re same (.2).
05/22/23	Christine A. Okike, P.C.	0.90	Telephone conference with M. Slade re mediation (.2); analyze mediation statement (.6); telephone conference with J. Sussberg, M. Slade and F. Petrie re same (.1).

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Francis Petrie	3.40	Review and revise mediation order (.9); correspond with Company re same (.5); correspond with M. Koch, M. Reiney re mediation statement (.7); review draft re same (.8); review local rules re confidentiality (.5).
05/22/23	Margaret Reiney	2.60	Review, revise mediation order (1.8); correspond with M. Slade, K&E team re same (.8).
05/22/23	Jimmy Ryan	0.30	Correspond with M. Koch, K&E team re mediation statement.
05/22/23	Alexandra Schrader	1.50	Conference with Haynes and Boone re UCC report (.5); review, analyze considerations re same (1.0).
05/22/23	Michael B. Slade	0.70	Telephone conference re with J. Sussberg, C. Okike, F. Petrie re mediation (.2); review, revise mediation order (.5).
05/22/23	Josh Sussberg, P.C.	1.20	Telephone conference with M. Slade, F. Petrie and C. Okike re mediation (.2); telephone conference with mediator and Committee re same (.5); correspond with F. Petrie, K&E team re mediation strategy (.3); correspond with same re mediation order (.1); correspond with Company management re mediation (.1).
05/23/23	Richard U. S. Howell, P.C.	0.40	Conference with M. Slade and C. McGushin re litigation issues strategy.
05/23/23	Mike James Koch	3.70	Review, revise mediation order (.3); correspond with M. Reiney, F. Petrie re same (.3); research, draft mediation statement (3.1).
05/23/23	Christine A. Okike, P.C.	1.20	Telephone conference with B. Tichenor re mediation materials (.5); correspond with BRG team re same (.2); telephone conference with S. Vogel, M. Slade and K&E team re mediation (.5).
05/23/23	Francis Petrie	6.40	Review and revise mediation order (1.3); correspond with J. Sussberg, M. Reiney re same (.7); draft correspondence re mediation order (.5); review, revise draft mediation statement (1.6); review, analyze summary re same (.8); correspond with M. Reiney, K&E team re mediation logistics, mediator appointment (1.1); correspond with BRG, M. Reiney re mediation considerations (.4).

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/23/23	Margaret Reiney	1.70	Review, revise mediation order (1.1); correspond with F. Petrie, K&E team re same (.6).
05/23/23	Alexandra Schrader	2.10	Conference with Haynes and Boone re UCC report (.5); review, analyze same (1.6).
05/23/23	Michael B. Slade	0.60	Review and revise mediation statement.
05/23/23	Josh Sussberg, P.C.	0.10	Telephone conference with Company re mediation status.
05/24/23	Mike James Koch	0.40	Review, revise mediation order (.1); correspond with M. Reiney, F. Petrie re same (.2); correspond with M. Reiney re mediation logistics (.1).
05/24/23	Christine A. Okike, P.C.	0.60	Telephone conference with Moelis and BRG teams re mediation materials.
05/24/23	Francis Petrie	5.30	Telephone conference with advisor group re mediation (.6); review and revise mediation order (1.5); correspond with M. Koch re same (.2); review and revise mediation statement (1.0); review, analyze form of special committee report (2.0).
05/24/23	Margaret Reiney	1.40	Review, revise mediation order (.9); correspond with M. Koch, K&E team, Haynes and Boone, Company re same (.5).
05/24/23	Jimmy Ryan	0.40	Conference with M. Reiney and M. Koch re c mediation order.
05/24/23	Alexandra Schrader	3.60	Review, revise investigation report (3.1); conference with Company re same (.5).
05/24/23	Michael B. Slade	3.40	Conference with R. Howell, K&E team re special committee report (.5); conference with Moelis, Berkeley Research Group, C. Okike, K&E team re mediation preparation (.4); conference with Company re financial materials re investigation considerations (.2); review financial materials re same (.2); review special committee report (2.1).

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/24/23	Josh Sussberg, P.C.	1.10	Telephone conference with mediator re status and next steps (.1); telephone conference with Committee re same (.2); telephone conference with M. Slade re status and next steps (.3); correspond with C. Okike and F. Petrie re same (.1); telephone conference with Company re mediation (.1); telephone conference with director re same (.1); correspond with M. Slade and Haynes and Boone re mediation statement and report (.2).
05/25/23	Richard U. S. Howell, P.C.	0.50	Review mediation materials.
05/25/23	Mike James Koch	0.40	Research, analyze caselaw re redaction considerations.
05/25/23	Mike James Koch	0.20	Review, revise mediation order (.1); correspond with M. Reiney, F. Petrie re same (.1).
05/25/23	Casey McGushin	0.30	Review, revise materials re mediation.
05/25/23	Christine A. Okike, P.C.	1.10	Telephone conference with B. Tichenor re mediation strategy (.4); review Sontchi engagement letter and disclosures (.3); analyze mediation strategy (.4).
05/25/23	Francis Petrie	4.80	Review and revise mediation statement and order.
05/25/23	Margaret Reiney	1.20	Review correspondence and supporting materials from M. Slade, R. Howell, Haynes and Boone re mediation issues.
05/25/23	Alexandra Schrader	4.50	Review, analyze UCC report (1.0); draft and revise investigation report (3.5).
05/25/23	Josh Sussberg, P.C.	0.40	Correspond with Company re potential management settlements and mediation (.2); correspond with M. Slade, K&E team re mediation statements and diligence sharing (.2).
05/26/23	Mike James Koch	0.50	Correspond with F. Petrie re mediation statement considerations (.1); review, revise mediation statement (.3); correspond with C. Okike, K&E team re same (.1).
05/26/23	Casey McGushin	0.60	Review and revise mediation statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Christine A. Okike, P.C.	6.90	Review and revise mediation statement (3.9); review mediation materials (.3); further review, revise mediation statement (.8); telephone conference with BRG, Moelis and K&E teams re mediation materials (.8); telephone conference with B. Tichenor re same (.4); review mediation order (.2); review mediation materials (.5).
05/26/23	Francis Petrie	5.10	Telephone conference with BRG re mediation materials (.8); review and revise mediation materials (3.4); correspond with mediator re documents for mediation (.4); correspond with Committee re section 1125 issues (.5).
05/26/23	Margaret Reiney	1.20	Correspond with F. Petrie, K&E team, BRG re mediation considerations (.5); review, analyze mediation materials (.7).
05/26/23	Alexandra Schrader	2.70	Review and revise loan approval summary table (2.1); conference with M. Slade re same (.6).
05/26/23	Michael B. Slade	0.60	Review and revise mediation statement.
05/26/23	Michael B. Slade	4.30	Review, revise special committee report (2.8); conference with counsel for Joint Provisional Liquidators re same (1.1); conference re mediation matters (.4).
05/26/23	Josh Sussberg, P.C.	0.20	Correspond re UCC letter distribution and next steps.
05/27/23	Richard U. S. Howell, P.C.	0.50	Review and revise mediation statement.
05/27/23	Christine A. Okike, P.C.	2.70	Review and revise mediation statement (2.0); review and revise mediation materials (.7).
05/28/23	Mike James Koch	1.20	Review, revise mediation statement (1.0); correspond with F. Petrie, M. Reiney, C. Okike, K&E team re same (.2).
05/28/23	Christine A. Okike, P.C.	0.50	Review, revise mediation statement.
05/29/23	Richard U. S. Howell, P.C.	1.10	Correspond with M. Slade, C. McGushin, F. Petrie and K&E team re mediation with Committee (.3); review, analyze mediation documents re same (.8).
05/29/23	Mike James Koch	1.00	Review, revise mediation statement (.8); correspond with F. Petrie, M. Reiney re same (.2).
05/29/23	Francis Petrie	3.40	Review and revise mediation statement (2.8); correspond with M. Slade, M. Koch, J. Sussberg re comments to same (.6).

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/29/23	Alexandra Schrader	3.20	Review and revise draft investigation report.
05/29/23	Michael B. Slade	0.80	Review and revise mediation statement.
05/29/23	Josh Sussberg, P.C.	0.70	Review and revise mediation statement.
05/30/23	Abbie Holtzman	0.80	Revise document production tracker.
05/30/23	Mike James Koch	2.40	Review, revise mediation statement (2.1); correspond with F. Petrie, M. Reiney re same (.3).
05/30/23	Christine A. Okike, P.C.	2.50	Review, revise mediation statement (1.1); review special committee investigative report (1.4).
05/30/23	Francis Petrie	3.60	Review and revise mediation statement (2.2); finalize mediator documentation and mediation order (.7); correspond with counterparties re protective order, finalizing joinder (.7).
05/30/23	William T. Pruitt	0.70	Analyze court-ordered mediation and related insurance issues (.3); correspond with M. Slade re same (.2); correspond with Aon team re same (.2).
05/30/23	Alexandra Schrader	6.00	Review, revise investigation report (3.9); review, analyze caselaw re same (1.2); conference with K&E team re same (.4); conference with K&E and client teams re loan approval summary table (.5).
05/30/23	Michael B. Slade	1.50	Review, revise mediation statement (.4); conference with counsel for Joint Provisional Liquidators re same (1.1).
05/30/23	Josh Sussberg, P.C.	0.10	Correspond re mediation statement and order.
05/31/23	Richard U. S. Howell, P.C.	0.40	Prepare and review correspondence re open litigation issues.
05/31/23	Mike James Koch	1.80	Review, revise mediation statement (1.2); correspond with F. Petrie, M. Reiney re same (.6).
05/31/23	Casey McGushin	0.50	Correspond with Company re mediator communications (.3); conference with C. Okike, K&E team re same (.2).
05/31/23	Christine A. Okike, P.C.	1.20	Review mediation statement (.8); telephone conference with S. Vogel, C. McGushin, K&E team re mediation (.4).

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Francis Petrie	6.20	Correspond with M. Slade, K&E team re mediation statement (.8); finalize and distribute statement to mediator (1.9); finalize investigation report and review same (2.7); distribute report to UCC (.3); correspond with mediation parties re mediation logistics (.5).
05/31/23	William T. Pruitt	0.40	Analyze mediation and related D&O insurance issues (.2); correspond with Aon team re mediation and protective order (.2).
05/31/23	Alexandra Schrader	5.80	Review, revise final draft investigation report (3.9); review, analyze materials re same (1.4); conference with Company re same (.5).
05/31/23	Michael B. Slade	0.40	Review, revise slides re mediation.
05/31/23	Josh Sussberg, P.C.	0.70	Correspond with M. Slade, K&E team re mediation and investigation report (.2); telephone conference with Company re mediation (.3); telephone conference with board re same (.1); correspond M. Slade, board re same (.1).
Total		172.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082748
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 39,591.50
Total legal services rendered	\$ 39,591.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Trevor Eck	2.70	735.00	1,984.50
Rob Jacobson	2.70	1,155.00	3,118.50
Mike James Koch	1.00	735.00	735.00
Sarah R. Margolis	0.20	995.00	199.00
Christine A. Okike, P.C.	8.20	1,850.00	15,170.00
Isabella J. Paretti	0.70	735.00	514.50
Margaret Reiney	0.80	1,155.00	924.00
Jimmy Ryan	0.50	885.00	442.50
Alexandra Schrader	0.40	985.00	394.00
Michael B. Slade	6.70	1,855.00	12,428.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
TOTALS	25.70		\$ 39,591.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Michael B. Slade	0.50	Conference with Company re case updates.
05/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/02/23	Michael B. Slade	0.50	Conference with Company re case updates.
05/03/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/03/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/04/23	Rob Jacobson	0.40	Conference with F. Petrie, M. Reiney re case status, deal documents, next steps.
05/04/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams (.3); telephone conference with Haynes and Boone and F. Petrie, K&E teams re key work streams (.2).
05/04/23	Isabella J. Paretti	0.70	Draft summary re updates re work in process (.5); correspond with B. Nakhaimousa, R. Jacobson re same (.2).
05/05/23	Trevor Eck	0.80	Review, revise works in process summary.
05/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/05/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/09/23	Josh Sussberg, P.C.	0.20	Conference with Company re meeting with UCC and next steps.
05/10/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/12/23	Michael B. Slade	0.40	Conference with Company re case updates, work in process.
05/14/23	Trevor Eck	0.40	Review, revise key dates and deadlines summary (.2); correspond with R. Jacobson re same (.2).
05/15/23	Trevor Eck	0.20	Correspond with Haynes Boone, F. Petrie, K&E team, Cole Schotz re upcoming case deadlines.

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Case Administration

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/15/23	Michael B. Slade	1.00	Conference with Company re case updates, work in process (.5); conference with Company re work in process, case updates (.5).
05/16/23	Mike James Koch	0.20	Draft agenda re May 18 hearing.
05/16/23	Josh Sussberg, P.C.	0.80	Telephone conference with management re next steps (.5); telephone conference with Z. Prince re same (.2); telephone conference with M. Sirota re status (.1).
05/17/23	Mike James Koch	0.30	Revise agenda re May 18 hearing (.2); correspond with M. Reiney re same (.1).
05/17/23	Sarah R. Margolis	0.20	Correspond with T. Eck re work in process summary (.1); review same (.1).
05/17/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/17/23	Alexandra Schrader	0.40	Conference with R. Howell, K&E team re case status and next steps.
05/17/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/18/23	Trevor Eck	0.20	Review, revise workstream summary re case updates.
05/18/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/18/23	Josh Sussberg, P.C.	0.50	Correspond with R. Kanowitz, M. Sirota, C. Okike and M. Slade re next steps (.2); correspond with F. Petrie re same and review proposed path forward (.2); telephone conference with J. Henes re next steps (.1).
05/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/19/23	Michael B. Slade	0.40	Conference with Company re case updates, work in process.
05/21/23	Trevor Eck	0.80	Correspond with R. Jacobson re upcoming case key dates and deadlines (.3); review, revise work in process summary re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Rob Jacobson	1.40	Telephone conference with F. Petrie, M. Reiney re work in process, case updates, next steps (1.2); review, analyze matters re same (.2).
05/22/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie K&E team re key work streams.
05/22/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/23/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/23/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
05/23/23	Josh Sussberg, P.C.	0.30	Telephone conference with Z. Prince re status (.2); telephone conference with M. Slade re same (.1).
05/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/25/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/25/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
05/26/23	Rob Jacobson	0.50	Correspond with M. Reiney, K&E team re work in process, next steps.
05/26/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/26/23	Jimmy Ryan	0.50	Conference with M. Koch, K&E team re work in process and next steps.
05/29/23	Trevor Eck	0.30	Correspond with R. Jacobson re upcoming case key dates and deadlines.
05/30/23	Rob Jacobson	0.40	Conference with M. Reiney, F. Petrie re case status, workstreams, next steps.
05/30/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/30/23	Margaret Reiney	0.80	Correspond with R. Jacobson, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/23	Michael B. Slade	0.40	Conference with Company re work in process, case updates.
05/31/23	Mike James Koch	0.50	Conference with I. Paretti, K&E team re critical workstreams, work in process (.2); draft review, revise omnibus hearing agenda (.3).
05/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
05/31/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
Total		25.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082749
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 7,722.50
Total legal services rendered	\$ 7,722.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Francis Petrie	1.70	1,295.00	2,201.50
Margaret Reiney	2.90	1,155.00	3,349.50
Josh Sussberg, P.C.	0.70	2,045.00	1,431.50
TOTALS	5.70		\$ 7,722.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Christine A. Okike, P.C.	0.40	Telephone conference with First Citizens, Company, BRG and K&E teams re banking matters.
05/01/23	Francis Petrie	1.70	Telephone conference with U.S. Trustee team re cash management and 345(b) (.5); telephone conference with SVB re 345(b) compliance and collateralization (.5); correspond with Company re progress of same (.7).
05/01/23	Margaret Reiney	2.60	Correspond with F. Petrie, U.S. Trustee re 345(b) motion (.5); review and revise 345(b) revised proposed order (.7); review precedent re same (.3); correspond with Company re 345(b) issues, collateralization (1.1).
05/18/23	Josh Sussberg, P.C.	0.70	Telephone conference with M. Sirota re 345(b) hearing (.1); telephone conference with M. Slade re same (.1); telephone conference with J. Henes re same (.1); telephone conference with Z. Prince re hearing and expectations (.2); follow-up telephone conference with Z. Prince re same (.2).
05/24/23	Margaret Reiney	0.30	Correspond with Company re Silvergate funds.
Total		5.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082750
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 13,732.50
Total legal services rendered	\$ 13,732.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.60	1,155.00	693.00
Sarah R. Margolis	0.90	995.00	895.50
Brian Nakhaimousa	0.10	995.00	99.50
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	2.80	885.00	2,478.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	9.70		\$ 13,732.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Jimmy Ryan	0.30	Telephone conference with creditor re chapter 11 inquiries.
05/04/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, C Street and K&E teams re client communications.
05/08/23	Jimmy Ryan	0.20	Telephone conference with customer re chapter 11 process.
05/09/23	Jimmy Ryan	0.40	Correspond with F. Petrie and Kroll team re customer inquiry (.2); telephone conference with creditor re same (.2).
05/09/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re chapter 11 cases.
05/11/23	Rob Jacobson	0.60	Attend weekly telephone conference re creditor communications.
05/16/23	Christine A. Okike, P.C.	0.30	Review creditor communications materials.
05/16/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re customer inquiries.
05/17/23	Sarah R. Margolis	0.90	Correspond with J. Ryan, T. Eck re creditor inquiries (.2); review, analyze same (.4); conference with J. Ryan, T. Eck re same (.2); correspond with Haynes and Boone re same (.1).
05/17/23	Jimmy Ryan	0.60	Telephone conference with creditors re inquiries.
05/18/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, C Street, Haynes and Boone and F. Petrie K&E teams re creditor communications (.4); review communications materials (.3).
05/18/23	Jimmy Ryan	0.40	Telephone conference with creditor re creditor inquiries.
05/19/23	Christine A. Okike, P.C.	1.90	Review communications materials (.5); telephone conference with Company, C Street, Kroll, Cole Schotz, Haynes and Boone and F. Petrie, K&E teams re same (.5); review UCC communications materials (.3); telephone conference with Company and Brown Rudnick re same (.3); correspond with Kroll re same (.3).
05/19/23	Jimmy Ryan	0.50	Correspond with d Kroll team re creditor inquires.
05/22/23	Christine A. Okike, P.C.	0.30	Review creditor communications materials.

Customer and Vendor Communications

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/25/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, C Street and F. Petrie, K&E teams re customer communications.
05/25/23	Francis Petrie	0.50	Telephone conference with Company re customer communications strategy.
05/26/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re case status.
05/27/23	Brian Nakhaimousa	0.10	Correspond with counsel to customer re claim.
05/30/23	Jimmy Ryan	0.20	Correspond with R. Jacobson, K&E team and customer re customer inquiries.
05/31/23	Christine A. Okike, P.C.	0.30	Review client correspondence re user interface update.
Total		9.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082751
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,719.00
Total legal services rendered	\$ 2,719.00

Claims Administration and Objections**Summary of Hours Billed**

Name	Hours	Rate	Amount
Trevor Eck	0.50	735.00	367.50
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	0.50	1,850.00	925.00
Isabella J. Paretti	0.60	735.00	441.00
Francis Petrie	0.30	1,295.00	388.50
TOTALS	2.50		\$ 2,719.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Trevor Eck	0.50	Review, revise motion to extend governmental bar date.
05/04/23	Brian Nakhaimousa	0.60	Review, revise stipulation re governmental bar date extension (.5); correspond with Haynes Boone re same (.1).
05/04/23	Isabella J. Paretti	0.60	Draft summary of proofs of claims.
05/24/23	Francis Petrie	0.30	Correspond with Kroll team and Haynes and Boone team re claims process and data.
05/26/23	Christine A. Okike, P.C.	0.50	Review claims objection communications (.2); correspond with Brown Rudnick re same (.3).
Total		2.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082753
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,371.50
Total legal services rendered	\$ 5,371.50

Use, Sale, and Disposition of Property**Summary of Hours Billed**

Name	Hours	Rate	Amount
Trevor Eck	2.70	735.00	1,984.50
Will Guthrie	0.20	1,245.00	249.00
Mike James Koch	1.10	735.00	808.50
Brian Nakhaimousa	0.60	995.00	597.00
Margaret Reiney	1.50	1,155.00	1,732.50
TOTALS	6.10		\$ 5,371.50

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Use, Sale, and Disposition of Property**Description of Legal Services**

Date	Name	Hours	Description
05/01/23	Margaret Reiney	0.50	Correspond with Kroll re disbursement request (.2); prepare same (.3).
05/02/23	Mike James Koch	1.10	Review, revise parties in interest list re confidentiality, disclosure considerations (.6); review, analyze nondisclosure agreement tracker re same (.2); correspond with B. Nakhaimousa, R. Jacobson, K&E team re same (.3).
05/04/23	Trevor Eck	0.60	Review, analyze nondisclosure agreement tracker re disclosure considerations (.4); correspond with B. Nakhaimousa, K&E team re same (.2).
05/19/23	Margaret Reiney	0.70	Draft disbursement letter (.4); correspond with W. Guthrie, K&E team re same (.3).
05/22/23	Will Guthrie	0.10	Correspond with S. Toth re mining APA.
05/23/23	Trevor Eck	0.30	Review, analyze nondisclosure agreement.
05/23/23	Will Guthrie	0.10	Correspond with S. Toth re mining APA.
05/23/23	Brian Nakhaimousa	0.10	Review nondisclosure agreement.
05/25/23	Trevor Eck	0.90	Review, revise nondisclosure agreement (.3); review, revise nondisclosure tracker re same (.6).
05/25/23	Brian Nakhaimousa	0.20	Review nondisclosure agreement.
05/25/23	Margaret Reiney	0.30	Review nondisclosure agreement.
05/26/23	Trevor Eck	0.60	Review, revise nondisclosure agreement.
05/26/23	Brian Nakhaimousa	0.30	Correspond with Moelis, T. Eck, Company re nondisclosure agreement.
05/31/23	Trevor Eck	0.30	Review, revise nondisclosure agreement.
Total		6.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082754
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,405.00
Total legal services rendered	\$ 2,405.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
TOTALS	1.30		\$ 2,405.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Christine A. Okike, P.C.	1.30	Attend board meeting.
Total		1.30	

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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082755
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,830.00
Total legal services rendered	\$ 5,830.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.60	1,850.00	2,960.00
Francis Petrie	1.50	1,295.00	1,942.50
Michael B. Slade	0.50	1,855.00	927.50
TOTALS	3.60		\$ 5,830.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Francis Petrie	0.50	Telephone conference with Company re employee issues.
05/15/23	Christine A. Okike, P.C.	0.80	Telephone conference with Company, F. Petrie and K&E team re employee transition plan re liquidation scenario.
05/15/23	Francis Petrie	0.50	Telephone conference with M. Crowell, company re employee issues.
05/15/23	Michael B. Slade	0.50	Conference with Company re employee issues.
05/23/23	Christine A. Okike, P.C.	0.10	Correspond with Company re employee transition plan.
05/25/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, C Street, F. Petrie and K&E teams re employee matters (.4); correspond with Company re employee transition plan (.3).
05/25/23	Francis Petrie	0.50	Telephone conference with C. Okike, Company re employee issues.
Total		3.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082756
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,928.50
Total legal services rendered	\$ 5,928.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Susan D. Golden	0.30	1,475.00	442.50
Rob Jacobson	0.70	1,155.00	808.50
Sarah R. Margolis	3.60	995.00	3,582.00
Francis Petrie	0.40	1,295.00	518.00
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	5.50		\$ 5,928.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Francis Petrie	0.40	Telephone conference with M. Henry, J. Chavez re schedules amendments.
05/09/23	Rob Jacobson	0.70	Review communications materials re revised schedules and statements.
05/24/23	Susan D. Golden	0.30	Telephone conference with S. Margolis re U.S. Trustee comments on schedules and creditor matrix redactions.
05/24/23	Sarah R. Margolis	1.70	Review, analyze creditor matrix redactions re U.S. Trustee comments (1.0); draft summary re same (.3); research same (.4).
05/24/23	Margaret Reiney	0.50	Correspond with S. Margolis, K&E team re redaction.
05/25/23	Sarah R. Margolis	1.90	Review, analyze issues re schedules and creditor matrix redaction.
Total		5.50	

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AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082757
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 20,216.00
Total legal services rendered	\$ 20,216.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Julia R. Foster	1.30	480.00	624.00
Rob Jacobson	3.40	1,155.00	3,927.00
Christine A. Okike, P.C.	4.60	1,850.00	8,510.00
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	0.60	1,155.00	693.00
Josh Sussberg, P.C.	2.40	2,045.00	4,908.00
TOTALS	13.50		\$ 20,216.00

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Hearings**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Julia R. Foster	0.20	Telephonically attend hearing and monitor lines for attorneys.
05/08/23	Rob Jacobson	2.00	Participate in hearing.
05/08/23	Christine A. Okike, P.C.	2.60	Participate in hearing (2.3); correspond with M. Slade re same (.3).
05/11/23	Rob Jacobson	0.50	Telephonically attend hearing re wallet withdrawal ruling (.3); prepare for same (.2).
05/11/23	Christine A. Okike, P.C.	1.10	Participate in hearing re wallet ruling (.3); review wallet order (.8).
05/18/23	Julia R. Foster	1.10	Prepare for hearing (.2); telephonically attend hearing and monitor lines for attorneys (.9).
05/18/23	Rob Jacobson	0.90	Telephonically attend hearing.
05/18/23	Christine A. Okike, P.C.	0.90	Participate in hearing.
05/18/23	Francis Petrie	0.80	Telephonically participate in hearing.
05/18/23	Margaret Reiney	0.60	Telephonically participate in hearing.
05/18/23	Josh Sussberg, P.C.	2.40	Prepare for hearing (1.0); participate in chambers conference and hearing (1.4).
05/25/23	Francis Petrie	0.40	Telephone conference with chambers re status.
Total		13.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082758
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 11,691.00
Total legal services rendered	\$ 11,691.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	6.80	1,550.00	10,540.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	7.40		\$ 11,691.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	William T. Pruitt	0.80	Analyze insurer draft coverage position (.2); telephone conference with R. Goldstein and L. Thorne re same (.4); analysis re Mangano litigation and correspond with M. Slade re same (.2).
05/02/23	William T. Pruitt	0.90	Analyze invoice submission to D&O insurers and correspond with F. Marquez re same (.3); review draft coverage position letter and telephone conference with L. Thorpe re same (.6).
05/03/23	William T. Pruitt	0.80	Analyze D&O insurance issues (.1); telephone conference C. Okike, K&E team re same (.3); analyze status on D&O insurance issues and correspond with executive counsel re same (.2); review and analyze draft coverage letter (.2).
05/03/23	Michael B. Slade	0.40	Telephone conference with W. Pruitt, K&E team re insurance issues.
05/03/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Slade, W. Pruitt and C. Okike re insurance and status.
05/05/23	William T. Pruitt	1.20	Analyze D&O insurance issues (.1); telephone conference with Z. Prince and L. Thorne re same (.4); correspond with Aon re RELM coverage position (.2); correspond with C. Okike re same (.2); analyze insurer questions re invoices submitted by Y. Mushkin and correspond with Y. Mushkin re same (.3).
05/06/23	William T. Pruitt	0.20	Analyze Y. Mushkin insurance invoice submission and correspond with Y. Mushkin and M. Slade re same.
05/07/23	William T. Pruitt	0.10	Correspond with Aon re Y. Mushkin invoice submission.
05/09/23	William T. Pruitt	0.20	Analyze invoice submission to D&O insurer and correspond with executive counsel re same.
05/10/23	William T. Pruitt	0.20	Analyze insurer request for call re bankruptcy process (.1); correspond with M. Slade re same (.1).

Insurance and Surety Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	William T. Pruitt	0.80	Analyze D&O insurance and related bankruptcy issues (.2); telephone conference with D&O insurer counsel re same (.5); correspond with M. Slade re same (.1).
05/15/23	William T. Pruitt	0.30	Analyze D&O insurance and related comfort order issues.
05/16/23	William T. Pruitt	0.50	Analyze D&O insurance issues and telephone conference with Aon re same.
05/17/23	William T. Pruitt	0.50	Analyze insurance and stay issues (.2); telephone conference with Haynes and Boone team and executive counsel re same (.3).
05/24/23	William T. Pruitt	0.30	Analyze D&O insurance issues and correspond with J. Friesen re same.
Total		7.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082759
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 633,396.00
Total legal services rendered	\$ 633,396.00

Disclosure Statement, Plan, Confirmation**Summary of Hours Billed**

Name	Hours	Rate	Amount
Bob Allen, P.C.	0.70	1,605.00	1,123.50
Ziv Ben-Shahar	0.70	735.00	514.50
Julia R. Foster	2.00	480.00	960.00
David Hackel	2.90	735.00	2,131.50
Richard U. S. Howell, P.C.	11.10	1,620.00	17,982.00
Rob Jacobson	24.10	1,155.00	27,835.50
Katherine Karnosh	1.70	935.00	1,589.50
Mike James Koch	64.10	735.00	47,113.50
Sarah R. Margolis	5.60	995.00	5,572.00
Casey McGushin	10.60	1,415.00	14,999.00
Brian Nakhaimousa	66.10	995.00	65,769.50
Christine A. Okike, P.C.	71.30	1,850.00	131,905.00
Isabella J. Paretti	6.10	735.00	4,483.50
Anne G. Peetz	3.00	1,425.00	4,275.00
Francis Petrie	94.80	1,295.00	122,766.00
Margaret Reiney	67.30	1,155.00	77,731.50
Jimmy Ryan	55.20	885.00	48,852.00
Michael B. Slade	19.80	1,855.00	36,729.00
Josh Sussberg, P.C.	10.30	2,045.00	21,063.50
TOTALS	517.40		\$ 633,396.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Rob Jacobson	0.50	Conference with B. Nakhaimousa, M. Koch re disclosure statement motion, exhibits.
05/01/23	Mike James Koch	1.90	Review, revise disclosure statement motion (.8); correspond with R. Jacobson, B. Nakhaimousa re same (.2); review, analyze case law re disclosure statement considerations (.8); review, revise e-ballot notice (.1).
05/01/23	Brian Nakhaimousa	3.00	Review, revise disclosure statement motion (.8); correspond with M. Koch re same (.3); review, revise disclosure statement motion exhibits (1.9).
05/01/23	Christine A. Okike, P.C.	1.60	Review disclosure statement (.5); telephone conference with JPLs, Haynes and Boone, Moelis, BRG, F. Petrie K&E team re plan (1.1).
05/01/23	Francis Petrie	2.20	Telephone conference with BRG, C. Okike, K&E team, JPLs re best interest test (1.2); review deck re waterfall (.5); telephone conference with M. Reiney re plan status (.5).
05/01/23	Margaret Reiney	0.80	Correspond with F. Petrie re plan status (.5); review presentation re best interests test (.3).
05/02/23	Mike James Koch	1.80	Review, revise disclosure statement (1.6); correspond with B. Nakhaimousa re same (.2).
05/02/23	Sarah R. Margolis	0.20	Conference with F. Petrie re plan, disclosure statement.
05/02/23	Brian Nakhaimousa	2.00	Conference with F. Petrie, K&E team re plan, disclosure statement (.5); conference with Kroll, M. Reiney, K&E team re solicitation procedures (.5); review, revise disclosure statement (.2); correspond with M. Koch re same (.2); review, revise disclosure statement motion exhibits (.6).
05/02/23	Christine A. Okike, P.C.	1.80	Telephone conference with Company, BRG and Haynes and Boone teams re waterfall analysis (.5); review, analyze plan (.6); review, analyze disclosure statement (.7).
05/02/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re plan, disclosure statement work in process (.5); review research re same (.1).

Legal Services for the Period Ending May 31, 2023
BlockFi Inc.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/23	Francis Petrie	3.70	Conference with M. Reiney, K&E team re deal documentation (.5); review and revise disclosure statement (1.8); correspond with M. Reiney, K&E team re same (.8); review and revise chapter 11 plan (.6).
05/02/23	Margaret Reiney	0.80	Conference with J. Ryan, K&E team re plan (.5); correspond with B. Nakhaimousa, Kroll re solicitation (.3).
05/02/23	Margaret Reiney	1.30	Review, revise disclosure statement (.8); correspond with F. Petrie, K&E team re same (.5).
05/02/23	Jimmy Ryan	0.40	Conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement.
05/02/23	Josh Sussberg, P.C.	0.20	Correspond with Committee re wind down model.
05/03/23	Bob Allen, P.C.	0.30	Conference with T. Scheuer, A. Maza, K&E team, and SEC re plan.
05/03/23	Julia R. Foster	1.20	Research precedent re 9019 motions (.5); draft 9019 motion (.7).
05/03/23	Mike James Koch	3.10	Review, revise disclosure statement (2.7); correspond with M. Reiney, K&E team re same (.4).
05/03/23	Brian Nakhaimousa	2.90	Review, revise disclosure statement (1.7); review, revise disclosure statement motion exhibits (1.2).
05/03/23	Christine A. Okike, P.C.	7.00	Review and revise disclosure statement (3.9); review and revise plan (2.5); telephone conference with Company, BRG, Haynes and Boone, F. Petrie and K&E team re plan waterfall analysis (.6).
05/03/23	Isabella J. Paretti	1.80	Review, revise disclosure statement re wallet-related relief.
05/03/23	Francis Petrie	4.20	Telephone conference with Company, BRG, Haynes and Boone, C. Okike, K&E team re disclosure statement assumptions (.6); review revised form of disclosure statement (2.5); correspond with M. Koch, K&E team re same (.5); correspond with M. Reiney, K&E team re deal documentation (.6).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Margaret Reiney	4.20	Correspond with J. Ryan, K&E team re plan settlement precedent (.5); review same (.3); review disclosure statement (1.2); correspond with M. Koch, K&E team re same (.5); review, revise plan (1.1); correspond with J. Ryan, K&E team re same (.6).
05/03/23	Michael B. Slade	0.80	Telephone conference with B. Allen, K&E team re liquidation analysis.
05/03/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re investigation and disclosure statement status.
05/04/23	Ziv Ben-Shahar	0.70	Research re balloting certification requirements.
05/04/23	David Hackel	0.10	Correspond with M. Reiney, S. Margolis re exclusivity extension motion.
05/04/23	David Hackel	0.50	Research re ballot certification.
05/04/23	Mike James Koch	4.80	Review, revise disclosure statement (3.4); conferences with F. Petrie, M. Reiney, K&E team re same (1.2); review, revise plan (.2).
05/04/23	Casey McGushin	1.40	Review and revise draft disclosure statement.
05/04/23	Brian Nakhaimousa	5.40	Review, revise disclosure statement (2.1); review, revise disclosure statement exhibits (2.8); revise confirmation timeline (.3); correspond with F. Petrie re same (.2).
05/04/23	Christine A. Okike, P.C.	5.00	Review disclosure statement (1.9); review and revise plan timeline (.9); telephone conference with Company, Haynes and Boone, F. Petrie and K&E team re same (.5); review, revise plan (1.7).
05/04/23	Francis Petrie	7.20	Review and revise plan and disclosure statement (3.6); office conferences with M. Koch, K&E team re deal documentation (1.2); telephone conference with Company re communications strategy and solicitation package (.5); telephone conference with C. Okike, Company, Haynes and Boone re plan and solicitation timeline (.5); review and revise confirmation timeline (.1); draft deal documentation, declarations re exclusivity (1.3).
05/04/23	Margaret Reiney	5.00	Correspond with F. Petrie, K&E team re plan settlement (1.2); review, revise disclosure statement (2.2); review, revise plan (1.6).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Jimmy Ryan	2.20	Correspond with M. Koch, K&E team re chapter 11 plan (1.2); review, revise same (1.0).
05/04/23	Josh Sussberg, P.C.	1.20	Review and revise disclosure statement (.7); correspond with C. Okike, K&E team re same (.3); correspond with M. Slade re same (.2).
05/05/23	Bob Allen, P.C.	0.40	Review revised plan.
05/05/23	Julia R. Foster	0.50	Draft declaration in support of second exclusivity extension motion.
05/05/23	Rob Jacobson	0.90	Review, analyze second exclusivity motion.
05/05/23	Sarah R. Margolis	1.30	Review, revise second exclusivity motion.
05/05/23	Casey McGushin	1.10	Review and revise draft disclosure statement.
05/05/23	Brian Nakhaimousa	1.50	Review, revise disclosure statement motion (1.3); correspond with BRG re liquidation analysis (.2).
05/05/23	Brian Nakhaimousa	0.20	Review, revise proposed confirmation timeline.
05/05/23	Christine A. Okike, P.C.	11.10	Correspond with J. Sussberg re disclosure statement (.3); review, revise disclosure statement (3.6); review, revise liquidation procedures (.4); telephone conference with Company, BRG, Moelis, Haynes and Boone, F. Petrie, and K&E team re plan waterfall (.5); review Company's comments to disclosure statement (1.0); telephone conference with M. Reiney re disclosure statement (.6); review, revise disclosure statement motion (2.0); review, revise disclosure statement exhibits (2.7).
05/05/23	Francis Petrie	4.80	Review and revise disclosure statement motion (.7); correspond with M. Reiney, K&E team re same (.6); review and revise disclosure statement and disclosure statement motion (2.7); telephone conference with Company re best interests test (.5); correspond with BRG, M. Reiney, K&E team re disclosure statement exhibits (.3).
05/05/23	Margaret Reiney	6.60	Review, revise disclosure statement (3.9); correspond with C. Okike re same (.7); correspond with F. Petrie, K&E team re same (.8); review, revise plan (1.2).
05/05/23	Jimmy Ryan	0.60	Correspond with F. Petrie, K&E team re chapter 11 plan (.3); review, revise same (.3).

Legal Services for the Period Ending May 31, 2023
BlockFi Inc.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/23	Michael B. Slade	1.20	Review, revise disclosure statement.
05/05/23	Josh Sussberg, P.C.	0.30	Correspond with C. Okike re disclosure statement (.1); telephone conference with Committee re same (.2).
05/06/23	Rob Jacobson	1.50	Review, revise exclusivity motion.
05/06/23	Mike James Koch	2.30	Review, revise disclosure statement (.8); correspond with M. Reiney re same (.1); review, revise disclosure statement motion exhibits (1.2); correspond with B. Nakhaimousa, K&E team re same (.2).
05/06/23	Brian Nakhaimousa	4.80	Review, revise disclosure statement motion exhibits (2.5); review, revise disclosure statement motion (2.1); correspond with J. Ryan, K&E team re plan (.2).
05/06/23	Christine A. Okike, P.C.	7.00	Review, analyze plan and disclosure statement re BRG comments (.7); review, revise disclosure statement exhibits (2.4); review, revise disclosure statement (3.9).
05/06/23	Francis Petrie	5.20	Review and revise disclosure statement, solicitation package (3.6); conferences with M. Reiney, J. Ryan, K&E team re same (.2); review, revise plan (1.4).
05/06/23	Margaret Reiney	4.80	Review, revise disclosure statement (3.9); correspond with F. Petrie, K&E team, BRG, Haynes and Boone re same (.2); research precedent re same (.7).
05/06/23	Jimmy Ryan	3.20	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.7); review, revise chapter 11 plan (1.8); review, revise disclosure statement motion (.5); correspond with F. Petrie, K&E team re same (.2).
05/06/23	Michael B. Slade	2.80	Review, revise disclosure statement (2.7); correspond with J. Sussberg re same (.1).
05/06/23	Josh Sussberg, P.C.	0.20	Telephone conference with Company re disclosure statement (.1); correspond with M. Slade re same (.1).
05/07/23	Mike James Koch	1.80	Review, revise plan (.8); correspond with M. Reiney, K&E team re same (.8); draft agenda re disclosure statement status conference (.2).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/07/23	Brian Nakhaimousa	3.50	Review, revise disclosure statement (.8); review revise disclosure statement motion (1.1); review, revise disclosure statement motion exhibits (1.6).
05/07/23	Francis Petrie	5.70	Review and revise disclosure statement (2.9); correspond with M. Reiney, K&E team re same (.8); review, revise plan (2.0).
05/07/23	Margaret Reiney	5.20	Review, revise disclosure statement (1.7); correspond with M. Koch, K&E team re same (.8); review, revise plan (2.7).
05/07/23	Jimmy Ryan	5.90	Review, revise disclosure statement motion (1.4); review, revise chapter 11 plan (3.7); correspond with M. Reiney, K&E team re chapter plan and disclosure statement (.8).
05/08/23	Richard U. S. Howell, P.C.	0.20	Correspond with M. Slade, K&E team re liquidation analysis.
05/08/23	Mike James Koch	4.30	Review, revise disclosure statement (3.9); correspond with F. Petrie, B. Nakhaimousa re same (.4).
05/08/23	Casey McGushin	0.70	Review and revise draft disclosure statement.
05/08/23	Brian Nakhaimousa	7.00	Review, revise disclosure statement motion (1.0); review, revise disclosure statement motion exhibits (1.7); correspond with M. Koch, K&E team re same (.4); review, revise disclosure statement (3.6); review draft liquidation analysis (.3).
05/08/23	Christine A. Okike, P.C.	5.30	Review, revise disclosure statement (2.2); review, revise plan (2.1); review, revise waterfall analysis (.3); telephone conference with M. Slade, K&E team re same (.2); review, analyze plan timeline (.2); telephone conference with Moelis re third-party distribution option (.3).
05/08/23	Francis Petrie	2.20	Telephone conference with Company re plan and disclosure statement strategy (.2); review and revise deal documentation (1.7); correspond with C. Okike, Kroll team re solicitation timeline (.3).
05/08/23	Margaret Reiney	4.10	Review, revise disclosure statement (2.4); telephone conference with BRG, A. Sexton, K&E team re intercompany treatment (.5); review, revise plan (1.2).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Jimmy Ryan	6.60	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4); review, revise chapter 11 plan (3.9); further review and revise same (1.9); video conference with M. Reiney, K&E team, and BRG team re same (.4).
05/09/23	David Hackel	2.30	Review, revise second exclusivity motion (1.9); correspond with S. Margolis, R. Jacobson re same (.4).
05/09/23	Richard U. S. Howell, P.C.	1.90	Review disclosure statement (1.1); correspond with M. Slade, K&E team re same (.6); conference with F. Petrie, Company strategy re open disclosure statement issues (.2).
05/09/23	Rob Jacobson	8.70	Review, revise exclusivity motion (3.6); review, analyze precedent re same (1.9); correspond with D. Hackel, S. Margolis re same (.4); further review, revise exclusivity motion (2.8).
05/09/23	Mike James Koch	6.40	Review, revise disclosure statement (3.9); correspond with M. Reiney, K&E team re same (.9); conference with BRG re liquidation analysis (.3); review, revise same (1.3).
05/09/23	Sarah R. Margolis	2.20	Correspond with R. Jacobson re exclusivity motion (.4); review, revise same (1.8).
05/09/23	Casey McGushin	1.60	Review and revise draft disclosure statement.
05/09/23	Brian Nakhaimousa	8.50	Review, revise liquidation analysis (1.8); review, revise disclosure statement (1.3); review, revise disclosure statement motion (2.2); review, revise disclosure statement motion exhibits (2.2); conference with M. Koch re disclosure statement workstream (.5); correspond with same re same (.5).
05/09/23	Christine A. Okike, P.C.	2.00	Review, revise plan (.6); conference with Committee, F. Petrie and K&E team re same (1.0); correspond with F. Petrie re plan (.4).
05/09/23	Isabella J. Paretti	0.30	Conference with F. Petrie, K&E team re disclosure statement, plan.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Francis Petrie	6.40	Telephone conference with Company, K&E team re plan and disclosure statement (.5); review revisions to disclosure statement (.7); conferences with M. Reiney re same (.6); correspond with C. Okike re class treatment (.3); review, analyze chapter 11 plan considerations (.7); draft and revise solicitation package (.7); correspond with R. Howell re same (.3); review, analyze disclosure statement (1.3); review draft exclusivity extension motion (.7); telephone conferences with Company re plan and disclosure statement considerations (.6).
05/09/23	Margaret Reiney	5.40	Review, revise plan (1.7); review, revise disclosure statement (2.9); correspond with F. Petrie, K&E team, BRG, Company re same; review, revise liquidation analysis (.8).
05/09/23	Jimmy Ryan	4.50	Correspond with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.9); correspond with M. Reiney and Cole Schotz re same (.1); review, analyze precedent re same (.4); review, revise chapter 11 plan (2.7); conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.4).
05/09/23	Michael B. Slade	1.80	Review, revise disclosure statement.
05/09/23	Josh Sussberg, P.C.	0.80	Review and revise disclosure statement (.2); review, revise disclosure statement exhibit letter (.3); correspond re same with C. Okike, K&E team re same (.3).
05/10/23	Richard U. S. Howell, P.C.	2.80	Review, analyze disclosure statement (.7); conference with C. Okike, K&E team re disclosure statement and potential litigation issues (1.5); correspond with M. Slade, C. McGushin, C. Okike and K&E team re disclosure statement and related considerations (.6).
05/10/23	Katherine Karnosh	0.80	Revise disclosure statement.
05/10/23	Mike James Koch	8.60	Review, revise disclosure statement (3.9); research, analyze case law, precedent re same (3.9); review, revise liquidation analysis (.6); correspond with BRG re same (.2).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/23	Brian Nakhaimousa	8.70	Review, revise disclosure statement motion exhibits (3.6); review, revise liquidation analysis (1.0); review, revise disclosure statement (3.3); correspond with M. Koch, J. Ryan, M. Reiney re same, plan (.8).
05/10/23	Christine A. Okike, P.C.	6.20	Telephone conference with M. Reiney re plan (.2); telephone conference with Haynes and Boone re same (.1); telephone conference with BRG re same (.2); review, analyze disclosure statement (1.6); review and revise client letter (.3); review, revise plan (1.4); telephone conference with BRG, F. Petrie and K&E team re liquidation analysis (1.2); review, analyze plan re FTX, Alameda and 3AC claims treatment (1.2).
05/10/23	Francis Petrie	6.70	Telephone conference with Company re disclosure statement drafting items (.5); telephone conference with R. Howell, BRG re liquidation analysis (1.1); review documentation re same (1.7); review and revise plan and disclosure statement (2.6); office conferences with M. Reiney, K&E team re same (.8).
05/10/23	Margaret Reiney	7.30	Review, revise disclosure statement (2.8); correspond with K&E team, Company re same (.6); conference with F. Petrie, K&E team, BRG re liquidation analysis (.9); review and revise same (1.2); review, revise plan (1.6); correspond with C. Okike re same (.2).
05/10/23	Jimmy Ryan	9.70	Conference with M. Reiney, K&E team, BRG team, and Company re chapter 11 plan and disclosure statement (.5); office conference with M. Reiney and B. Nakhaimousa re same (.3); review, revise chapter 11 plan (3.9); further revise same (3.8); correspond with M. Koch, K&E team re plan (1.2).
05/10/23	Michael B. Slade	2.10	Review and revise disclosure statement.
05/10/23	Josh Sussberg, P.C.	0.60	Correspond with Company re disclosure statement status (.1); telephone conferences with committee re plan process (.3); correspond with BRG re financial statements (.2).
05/11/23	Richard U. S. Howell, P.C.	0.70	Review disclosure statement.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Rob Jacobson	5.20	Review, revise disclosure statement (.5); correspond with B. Nakhaimousa re same (.2); review, analyze letter to creditors (.6); review, revise disclosure statement materials (2.9); review, revise exclusivity motion (1.0).
05/11/23	Katherine Karnosh	0.90	Revise disclosure statement.
05/11/23	Mike James Koch	10.60	Review, revise disclosure statement (3.9); further review, revise same (.8); correspond with M. Reiney, K&E team re same (.8); review, revise liquidation analysis (3.9); conference with J. Ryan, K&E team re same (1.2).
05/11/23	Brian Nakhaimousa	8.80	Review, revise disclosure statement (1.1); review, revise liquidation analysis (2.5); conferences with BRG re same (1.5); correspond with M. Koch, K&E team re plan (1.2); review, revise disclosure statement exhibits (2.2); review, revise ds motion (.3).
05/11/23	Christine A. Okike, P.C.	8.00	Telephone conference with SEC re plan (.4); correspond with BRG team re coin analysis (.2); telephone conference with S. Vogel re plan (.2); review, revise disclosure statement (1.9); telephone conference with Company, F. Petrie, K&E team re plan (.3); review, revise plan (1.5); review, revise solicitation materials (1.6); review, revise liquidation analysis (1.9).
05/11/23	Francis Petrie	6.80	Review and revise disclosure statement (1.4); review, revise exhibits re same (.3); draft and revise solicitation package (2.2); telephone conferences with Company re solicitation strategy (1.5); review and revise motion re exclusivity extension (1.1); correspond with R. Jacobson re same (.3).
05/11/23	Margaret Reiney	5.90	Review, revise plan (1.2); correspond with J. Ryan, K&E team, Walkers, BRG, Company re same (1.2); review, revise disclosure statement (2.7); correspond with B. Nakhaimousa K&E team, BRG, Company re same (.8).
05/11/23	Jimmy Ryan	14.30	Review, revise chapter 11 plan (3.9); further review, revise same (3.9); correspond with F. Petrie, K&E team re same (1.8); office conferences with M. Reiney, K&E team re same (2.0); further review, revise same (2.7).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Michael B. Slade	1.40	Review and revise disclosure statement.
05/11/23	Josh Sussberg, P.C.	1.10	Correspond with Company re plan and disclosure statement timing (.2); telephone conference with management re customer letter (.4); conference with M. Slade re same (.1); telephone conference with C Street re same (.1); review, revise letter to creditors re management comments (.3).
05/12/23	Richard U. S. Howell, P.C.	0.20	Correspond with F. Petrie, M. Reiney re plan, disclosure statement.
05/12/23	Rob Jacobson	3.70	Review, revise disclosure statement motion (1.1); research re exclusivity matters (.5); review, revise disclosure statement motion exhibits (2.1).
05/12/23	Mike James Koch	7.50	Review, revise disclosure statement (3.9); correspond with F. Petrie, K&E team re same (.6); review, revise disclosure statement motion (1.6); correspond with B. Nakhaimousa, K&E team re same (.3); review, analyze legal issues re same (1.1).
05/12/23	Brian Nakhaimousa	8.70	Correspond with M. Koch, K&E team re disclosure statement (.6); review, revise disclosure statement motion (1.5); review, revise disclosure statement exhibits (2.1); conferences with BRG, M. Reiney re liquidation analysis (1.0); review, revise same (3.0); prepare disclosure statement motion, disclosure statement exhibits for filing (.5).
05/12/23	Christine A. Okike, P.C.	7.20	Review, revise plan (1.1); review, revise disclosure statement (1.9); review, revise liquidation analysis (2.2); review, revise disclosure statement motion (.4); telephone conference with Company, BRG and Haynes and Boone re plan (.4); review, analyze Committee comments to plan (.9); review, analyze client letter (.3).
05/12/23	Anne G. Peetz	2.50	Review and revise plan and disclosure statement.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/12/23	Francis Petrie	5.80	Finalize and file plan, disclosure statement, and solicitation materials (1.7); conferences with M. Reiney, BRG, K&E team re same (1.6); telephone conference with Company re disclosure statement and plan filing (1.5); telephone conferences with BRG re disclosure statement exhibits (1.0).
05/12/23	Margaret Reiney	6.60	Review, revise disclosure statement exhibit (1.7); correspond with BRG re same (1.2); review, revise disclosure statement (2.1); conferences with F. Petrie, K&E team, Company, BRG, Haynes and Boone re same (1.6).
05/12/23	Jimmy Ryan	6.40	Review, revise chapter 11 plan (3.9); correspond with M. Reiney, K&E team, and Hayes and Boone team re chapter 11 plan and disclosure statement (1.4); prepare for filing of chapter 11 plan and disclosure statement (1.1).
05/12/23	Michael B. Slade	1.30	Review and revise disclosure statement.
05/12/23	Josh Sussberg, P.C.	0.90	Telephone conference with Committee re plan status (.1); correspond with M. Slade and C. Okike re same (.1); review, analyze committee issues list (.2); correspond with Company re disclosure statement filing and status (.2); correspond with Committee re plan status (.2); correspond with B. Allen, K&E team re DOJ outreach (.1).
05/13/23	Francis Petrie	1.40	Review and revise second exclusivity order.
05/14/23	Rob Jacobson	3.00	Review, revise exclusivity motion (2.7); correspond with Company re same (.3).
05/14/23	Mike James Koch	4.20	Review, revise exclusivity motion (3.9); correspond with F. Petrie, K&E team re same (.3).
05/14/23	Sarah R. Margolis	0.50	Review, revise exclusivity motion.
05/14/23	Christine A. Okike, P.C.	1.90	Review and revise exclusivity motion.
05/14/23	Francis Petrie	1.70	Review and revise exclusivity extension motion (1.4); correspond with M. Koch, K&E team re same (.3).
05/14/23	Michael B. Slade	0.90	Review, revise motion re exclusivity extension.
05/14/23	Josh Sussberg, P.C.	0.20	Telephone conference with Moelis re plan process.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Mike James Koch	0.20	Review, revise second exclusivity motion.
05/15/23	Sarah R. Margolis	1.40	Review, revise exclusivity motion and correspond with Hayne and Boone re same.
05/15/23	Casey McGushin	3.20	Review and analyze UCC pleadings re disclosure statement and related communications (1.1); research issues re same (1.3); draft and revise response re same (.8).
05/15/23	Brian Nakhaimousa	0.20	Correspond with F. Petrie re Committee emergency motion re disclosure statement.
05/15/23	Christine A. Okike, P.C.	1.30	Telephone conference with M. Slade and F. Petrie re plan releases (.5); review exclusivity motion (.8).
05/15/23	Christine A. Okike, P.C.	1.50	Review Committee motion re improper plan solicitation (1.0); telephone conference with Haynes and Boone re same (.1); telephone conference with M. Slade re same (.3); telephone conference with J. Sussberg re same (.1).
05/15/23	Francis Petrie	9.50	Draft and revise objection to Committee solicitation motion (2.2); telephone conferences with C. Okike re solicitation (1.4); telephone conference with Ankura re indenture mechanics (.6); review, analyze indenture re same (.8); telephone conference with M. Slade, C. Okike re plan and strategy (1.5); review final version of exclusivity motion, bridge order (2.5); correspond with R. Jacobson, Cole Schotz re entry of same (.5).
05/15/23	Jimmy Ryan	0.50	Review, analyze Committee pleadings re chapter 11 plan.
05/15/23	Michael B. Slade	1.10	Review recently filed pleadings re contested plan, disclosure statement (.5); correspond with R. Howell re same (.6).
05/15/23	Michael B. Slade	0.60	Edit brief re exclusivity.
05/15/23	Josh Sussberg, P.C.	0.40	Correspond with F. Petrie re Committee improper solicitation motion and next steps (.2); conference with C. Okike re same (.1); telephone conference with C Street re solicitation communications and Company FAQs (.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Richard U. S. Howell, P.C.	1.10	Review recently filed pleadings re contested solicitation (.5); correspond with M. Slade and C. McGushin re same (.6).
05/16/23	Mike James Koch	0.20	Conference with F. Petrie, K&E team re Committee motions, statement re plan and disclosure statement.
05/16/23	Mike James Koch	3.50	Review, analyze motion to quash (.2); research, analyze case law re same (2.8); draft memorandum re same (.2); correspond with F. Petrie, K&E team re same (.3).
05/16/23	Casey McGushin	2.60	Review and revise draft response to Committee's pleading re disclosure statement.
05/16/23	Brian Nakhaimousa	0.30	Conference with F. Petrie, K&E team re next steps re plan, DS.
05/16/23	Christine A. Okike, P.C.	0.90	Telephone conference with Moelis re plan (.4); telephone conference with management, Haynes and Boone, F. Petrie, K&E team re plan strategy (.5).
05/16/23	Christine A. Okike, P.C.	1.30	Telephone conference with M. Slade re response to Committee motion re unauthorized plan solicitation (.3); review, analyze response to Committee motion re unauthorized plan solicitation (1.0).
05/16/23	Francis Petrie	0.30	Telephone conferences with M. Reiney re strategy, plan update.
05/16/23	Francis Petrie	7.20	Review and revise objection to Committee's solicitation motion (3.1); correspond with M. Slade, K&E team re same (.3); telephone conference with Company re legal strategy (.6); telephone conference with Company re solicitation (.6); correspond with M. Koch re improper solicitation case law (.3); review, analyze caselaw re same (2.3).
05/16/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team re solicitation requirements (.5); research re same (1.1); correspond with F. Petrie, K&E team re hearing re same (.3).
05/16/23	Jimmy Ryan	0.90	Review, analyze Committee pleadings re chapter 11 plan (.4); correspond with M. Koch, K&E team re same (.4); conference with F. Petrie, K&E team re chapter 11 plan (.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Michael B. Slade	2.90	Conference with UCC re plan, disclosure statement related pleadings (.3); telephone conference with J. Sussberg and C. Okike re same (.3); conference with Company re UCC statement re plan, disclosure statement (.6); review and edit brief re same (.8); correspond with F. Petrie, K&E team re responses re same (.9).
05/16/23	Josh Sussberg, P.C.	0.50	Telephone conference with R. Kanowitz re Committee statement re solicitation (.3); telephone conferences with J. Henes re same (.2)
05/16/23	Josh Sussberg, P.C.	1.20	Review and revise response to motion and statement (.8); correspond re hearing with M. Slade (.2); telephone conference with J. Dermont re next steps (.2).
05/16/23	Josh Sussberg, P.C.	0.50	Review Committee pleadings (.4); correspond with M. Sirota re same (.1).
05/17/23	Richard U. S. Howell, P.C.	0.60	Review, analyze disclosure statement.
05/17/23	Richard U. S. Howell, P.C.	0.60	Review, analyze Committee improper solicitation pleadings.
05/17/23	Mike James Koch	2.90	Review, revise responsive pleading re Committee improper solicitation motion (2.4); draft exhibits re same (.3); correspond with F. Petrie, K&E team re same (.2)
05/17/23	Christine A. Okike, P.C.	0.90	Telephone conference with Cole Schotz, Haynes and Boone, F. Petrie and K&E team re response to Committee motion re unauthorized plan solicitation (.3); review, revise response re same (.6).
05/17/23	Francis Petrie	7.60	Telephone conferences with Haynes and Boone, Cole Schotz re objection drafting (.3); review and revise objection re improper solicitation (2.6); telephone conferences with Company re finalizing objection (.5); correspond with M. Koch, K&E team re motion (.3); file and finalize objection re same (1.9); prepare for hearing re same (1.5); telephone conferences with C Street re same (.5).
05/17/23	Margaret Reiney	3.50	Review, revise reply to Committee's improper solicitation pleadings (3.2); correspond with M. Koch, K&E team re same (.3).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/17/23	Michael B. Slade	2.40	Review, revise talking points re UCC statement, solicitation issues (.1); review and edit brief re solicitation, disclosure statement considerations (.3).
05/17/23	Josh Sussberg, P.C.	1.60	Review and revise response to Committee unauthorized solicitation motion (.7); telephone conference with M. Slade re same (.1); telephone conference with Cole Schotz re same (.4); telephone conference with C Street re same (.4).
05/18/23	Richard U. S. Howell, P.C.	1.80	Review correspondence, related materials re preparation for hearing re UCC disclosure statement pleadings (.4); review materials in preparation for potential litigation re same (1.4).
05/18/23	Margaret Reiney	2.30	Review materials re solicitation argument (.7); review, revise correction materials (1.1); correspond with F. Petrie, K&E team re same (.5).
05/19/23	Richard U. S. Howell, P.C.	0.40	Review materials re liquidation analysis.
05/19/23	Rob Jacobson	0.60	Conference with Company, C Street, F. Petrie re corrective solicitation letter (.3); correspond with F. Petrie, M. Reiney re same (.3).
05/19/23	Francis Petrie	2.00	Correspond with Committee re corrective communications (.5); correspond with M. Reiney, K&E team re same and process (.7); telephone conferences with Company, C Street re communication strategy and court ruling (.8).
05/19/23	Margaret Reiney	1.60	Correspond with F. Petrie, K&E team re corrected pleading (.7); review and revise same (.9).
05/19/23	Michael B. Slade	0.50	Telephone conference with UCC re social media communications and related and correspondence re solicitation considerations.
05/22/23	Brian Nakhaimousa	0.60	Correspond with M. Reiney, I. Paretti re indenture and BIA considerations (.2); conferences with M. Reiney, I. Paretti re same (.4).
05/22/23	Isabella J. Paretti	3.40	Research re indenture agreements (2.2); conference with B. Nakhaimousa re same (.4); draft summary re same (.8).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Anne G. Peetz	0.50	Telephone conference with C. Okike re plan and SEC discussions.
05/22/23	Francis Petrie	3.70	Telephone conferences with C. Okike, K&E team re plan and disclosure statement strategy, revisions (.8); review, analyze precedent re same (1.2); telephone conference with M. Reiney and R. Jacobson re plan and disclosure statement strategy (1.2); telephone conference with J. Sussberg re mediation details (.5).
05/23/23	Julia R. Foster	0.30	Compile, review, analyze plan, disclosure statement and disclosure statement motion.
05/23/23	Josh Sussberg, P.C.	0.10	Correspond with Haynes and Boone re Committee solicitation motion.
05/23/23	Josh Sussberg, P.C.	0.40	Review and revise mediation order (.2); correspond with F. Petrie and M. Reiney re same (.1); correspond with C. Okike re SEC plan comments (.1).
05/24/23	Richard U. S. Howell, P.C.	0.50	Review materials re liquidation analysis.
05/25/23	Richard U. S. Howell, P.C.	0.30	Review materials re liquidation analysis.
05/25/23	Christine A. Okike, P.C.	0.10	Telephone conference with Company re governmental claims plan treatment.
05/30/23	Christine A. Okike, P.C.	1.20	Review, analyze research re third party releases.
05/30/23	Francis Petrie	0.50	Telephone conference with M. Reiney, R. Jacobson re plan process.
Total		517.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082760
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	\$ 4,440.00
Total legal services rendered	\$ 4,440.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	2.40	1,850.00	4,440.00
TOTALS	2.40		\$ 4,440.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, JPLs, Walkers, BRG and K&E teams re international key work streams.
05/11/23	Christine A. Okike, P.C.	0.60	Telephone conference with JPLs, Walkers, Company and Haynes and Boone re international key work streams.
05/18/23	Christine A. Okike, P.C.	0.50	Telephone conference with JPLs, Walkers, BRG, Haynes and Boone and K&E teams re international key work streams.
05/25/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, JPLs, Walkers and Haynes and Boone teams re International key work streams.
Total		2.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082761
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 116,702.00
Total legal services rendered	\$ 116,702.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	6.50	735.00	4,777.50
Marta Dudyán	3.90	315.00	1,228.50
Trevor Eck	2.80	735.00	2,058.00
Julia R. Foster	8.50	480.00	4,080.00
Susan D. Golden	8.50	1,475.00	12,537.50
David Hackel	14.70	735.00	10,804.50
Rob Jacobson	19.30	1,155.00	22,291.50
Mike James Koch	19.90	735.00	14,626.50
Sarah R. Margolis	20.90	995.00	20,795.50
Brian Nakhaimousa	8.30	995.00	8,258.50
Eric Nyberg	3.00	315.00	945.00
Christine A. Okike, P.C.	1.80	1,850.00	3,330.00
Isabella J. Paretti	6.60	735.00	4,851.00
Francis Petrie	2.70	1,295.00	3,496.50
Jimmy Ryan	2.50	885.00	2,212.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	130.10		\$ 116,702.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Susan D. Golden	2.50	Review, revise K&E invoice re privilege and confidentiality.
05/01/23	David Hackel	1.70	Review, revise K&E invoice re privilege and confidentiality.
05/02/23	Julia R. Foster	1.00	Correspond with NJ Judiciary re attorney fund fees.
05/02/23	Susan D. Golden	3.70	Review, revise K&E invoice re privilege and confidentiality (.6); correspond with S. Margolis re same (.1).
05/02/23	David Hackel	5.20	Correspond with S. Margolis re K&E invoice re privilege and confidentiality (.4); review, revise same re same (.7); review, analyze expense report, deposition minutes re same (1.1).
05/02/23	Sarah R. Margolis	3.70	Correspond with Cole Schotz, F. Petrie re interim fee application (.1); review, analyze local bankruptcy rules re same (.1); correspond with S. Golden re same (.1); review, revise K&E invoices re privilege and confidentiality (1.5); correspond with D. Hackel re same (.1); review, revise interim fee application (1.8).
05/03/23	Susan D. Golden	0.60	Correspond with M. Reiney, F. Petrie re schedule and timing of interim fee applications.
05/03/23	David Hackel	2.10	Correspond with S. Margolis, K&E team re K&E invoice re privilege and confidentiality (.4); review, revise same re same (1.7).
05/03/23	Mike James Koch	0.80	Review, revise first interim fee application (.1); correspond with R. Jacobson re same (.1); review, analyze supplemental disclosures for K&E retention (.6).
05/03/23	Sarah R. Margolis	2.90	Review, revise interim fee application (.7); correspond with M. Koch re same (.2); correspond with D. Hackel re K&E invoices (.3); telephone conference with D. Hackel re same (.2); review, revise K&E invoices re privilege and confidentiality (1.5).

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Brian Nakhaimousa	0.70	Conference with F. Petrie, Moelis, Haynes and Boone re parties in interest list (.4); correspond with F. Petrie, Moelis, Haynes and Boone, K&E team re same (.3).
05/04/23	Marta Dudyan	3.90	Analyze supplemental disclosure re K&E retention.
05/04/23	Mike James Koch	0.50	Review, revise supplemental disclosures re K&E retention application (.3); correspond with Haynes and Boone, Moelis, Deloitte, Berkeley Research Group re same (.2).
05/04/23	Brian Nakhaimousa	0.70	Correspond with Moelis, M. Koch, K&E team re supplemental declaration in support of K&E retention.
05/05/23	Julia R. Foster	2.30	Review, revise fee statement (1.8); prepare same for filing (.5).
05/05/23	Mike James Koch	2.20	Research, analyze, review supplemental disclosures for K&E retention application.
05/05/23	Sarah R. Margolis	0.50	Review, revise K&E invoice re privilege and confidentiality.
05/05/23	Brian Nakhaimousa	0.10	Correspond with M. Koch re supplemental declaration in support of K&E retention.
05/06/23	Sarah R. Margolis	1.10	Review, revise K&E invoice re privilege and confidentiality.
05/07/23	Sarah R. Margolis	0.80	Review, revise K&E invoice re privilege and confidentiality.
05/08/23	Sarah R. Margolis	0.30	Review, revise K&E invoices re privilege and confidentiality.
05/08/23	Brian Nakhaimousa	0.60	Prepare schedule re unredacted potential M&A counterparties for K&E retention.
05/09/23	Ziv Ben-Shahar	2.10	Review, revise K&E invoice re privilege and confidentiality.
05/09/23	David Hackel	4.20	Review, revise K&E invoice re privilege and confidentiality (3.9); draft correspondence to S. Margolis, F. Petrie, K&E team re same (.3).
05/09/23	Rob Jacobson	0.70	Telephone conference with B. Nakhaimousa, M. Koch re supplemental declaration (.3); review supplemental declaration re same (.4).

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/09/23	Mike James Koch	0.90	Conference with R. Jacobson, B. Nakhaimousa re supplemental declaration (.3); review, revise schedules re same (.3); correspond with M. Chan, K&E team re same (.1); correspond with Moelis, Berkeley Research Group, Haynes and Boone re same (.2).
05/09/23	Brian Nakhaimousa	0.80	Update schedules re supplemental declaration (.5); conference with M. Koch, R. Jacobson re same (.3).
05/10/23	Ziv Ben-Shahar	3.20	Review, revise K&E invoice re privilege and confidentiality.
05/10/23	Trevor Eck	0.60	Review, revise K&E invoice re privilege and confidentiality.
05/10/23	Julia R. Foster	3.20	Review, revise K&E first interim fee application.
05/10/23	Rob Jacobson	9.60	Review, revise first interim fee application (3.8); review, analyze precedent re same (.6); review, revise interim fee application (3.9); correspond with F. Petrie, K&E team re same (.1); review, analyze exhibits to interim fee application (1.2).
05/10/23	Mike James Koch	3.10	Review, revise interim fee application (2.8); correspond with R. Jacobson, S. Margolis re same (.3).
05/10/23	Sarah R. Margolis	1.30	Review, revise interim fee application.
05/10/23	Brian Nakhaimousa	0.50	Correspond with R. Jacobson, M. Koch re supplemental declaration.
05/10/23	Francis Petrie	0.90	Review, revise first interim fee application (.8); correspond with R Jacobson re same (.1).
05/11/23	Ziv Ben-Shahar	1.20	Review, revise K&E invoice re privilege and confidentiality.
05/11/23	Trevor Eck	2.20	Review, revise K&E invoice re privilege and confidentiality.
05/11/23	Julia R. Foster	1.70	Review, revise K&E first interim fee application.
05/11/23	Susan D. Golden	1.40	Review, revise first interim fee application.
05/11/23	David Hackel	0.80	Review, revise K&E invoice re privilege and confidentiality (.5); draft, revise correspondence to F. Petrie, K&E team re same (.3).

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Rob Jacobson	2.20	Review, revise first interim fee application (2.0); correspond with S. Margolis re same (.2).
05/11/23	Mike James Koch	1.20	Review, revise first interim fee application (1.0); correspond with R. Jacobson, S. Margolis re same (.2).
05/11/23	Sarah R. Margolis	2.00	Review, revise first interim fee application (1.5); correspond with M. Koch re same (.3); conference with R. Jacobson, M. Koch, K&E team re same (.2).
05/11/23	Sarah R. Margolis	2.10	Review, revise K&E first interim fee application.
05/11/23	Francis Petrie	1.00	Telephone conference with R. Jacobson re K&E interim fee application (.3); review K&E interim fee application (.7).
05/12/23	Julia R. Foster	0.30	Correspond with S. Margolis, K&E team re interim fee application.
05/12/23	Sarah R. Margolis	0.50	Correspond with R. Jacobson re interim fee application (.1); review, revise same (.4).
05/14/23	Mike James Koch	0.60	Review, revise parties in interest list re confidentiality and redaction considerations (.3); correspond with B. Nakhaimousa, K&E team, Moelis, Haynes and Boone re same (.3).
05/14/23	Brian Nakhaimousa	0.60	Review, revise supplemental declaration in support of K&E retention (.3); correspond with M. Koch, R. Jacobson re same (.3).
05/15/23	Rob Jacobson	0.40	Correspond with B. Nakhaimousa re supplemental declaration.
05/15/23	Mike James Koch	5.10	Review, revise K&E invoice re privilege and confidentiality (2.5); correspond with S. Margolis re same (.1); review, revise interim fee application (1.4); review, revise supplemental declaration re unredactions (.6); correspond with B. Nakhaimousa, F. Petrie, K&E team re same (.5).
05/15/23	Sarah R. Margolis	3.00	Review, revise interim fee application (2.9); correspond with M. Koch re same (.1).
05/15/23	Brian Nakhaimousa	0.40	Correspond with M. Koch, R. Jacobson re supplemental declaration.
05/15/23	Eric Nyberg	3.00	Prepare schedules re supplemental Sussberg declaration in support of K&E retention.
05/15/23	Christine A. Okike, P.C.	1.60	Review interim fee application.

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/15/23	Isabella J. Paretti	1.70	Review, revise K&E invoice re privilege and confidentiality.
05/15/23	Francis Petrie	0.80	Review interim fee application re finalizing for filing.
05/16/23	Sarah R. Margolis	0.20	Review, revise interim fee application (.1); correspond with M. Koch re same (.1).
05/16/23	Isabella J. Paretti	4.90	Review K&E invoice re privilege and confidentiality (3.9); correspond with S. Margolis, K&E team re same (.1); further review same (.9).
05/17/23	David Hackel	0.30	Correspond with S. Margolis re K&E invoice re privilege and confidentiality (.1); research, analyze materials re same (.2).
05/17/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
05/17/23	Brian Nakhaimousa	0.60	Review, revise supplemental declaration.
05/18/23	Mike James Koch	0.40	Review, revise supplemental declaration (.3); correspond with B. Nakhaimousa re same (.1).
05/19/23	Susan D. Golden	0.30	Review supplemental declaration (.2); correspond with M. Koch re same (.1).
05/19/23	Rob Jacobson	2.70	Conference with M. Koch, B. Nakhaimousa re supplemental declaration (.6); review, analyze precedent, considerations re same (.4); review, revise supplemental declaration (1.4); correspond with M. Koch re same (.3).
05/19/23	Mike James Koch	1.10	Conference with R. Jacobson re supplemental declaration (.3); conference with M. Chan re same (.1); conference with Moelis re same (.1); review, revise supplemental declaration (.4); correspond with J. Sussberg, K&E team re same (.2).
05/19/23	Sarah R. Margolis	0.10	Review, revise K&E invoice re privilege and confidentiality.
05/21/23	Josh Sussberg, P.C.	0.20	Review supplemental declaration.
05/22/23	David Hackel	0.40	Review, revise invoice for privilege, confidentiality.
05/22/23	Mike James Koch	1.30	Correspond with F. Petrie, K&E team, Haynes and Boone, Moelis, Cole Schotz re third supplemental declaration, confidentiality considerations.

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/22/23	Sarah R. Margolis	2.00	Review, revise K&E invoices re privilege and confidentiality.
05/22/23	Brian Nakhaimousa	0.80	Review, revise K&E invoice re privilege and confidentiality.
05/22/23	Christine A. Okike, P.C.	0.20	Review supplemental declaration.
05/23/23	Rob Jacobson	0.70	Correspond with B. Nakhaimousa re same (.5); correspond with Cole Schotz re filing re same (.2).
05/23/23	Brian Nakhaimousa	2.50	Review, revise K&E invoice re privilege and confidentiality (1.7); conference with R. Jacobson re supplemental declaration (.5); conference with Haynes and Boone re redactions re supplemental declarations (.3).
05/23/23	Jimmy Ryan	2.50	Review, revise K&E invoice re privilege and confidentiality.
05/24/23	Mike James Koch	0.60	Correspond with Haynes and Boone re supplemental declaration (.3); conference with Haynes and Boone, Moelis re same (.3).
05/25/23	Mike James Koch	2.10	Research, draft monthly fee statement cover sheet.
05/30/23	Rob Jacobson	3.00	Review, revise K&E invoice re privilege and confidentiality.
05/30/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
Total		130.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082762
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 34,212.00
Total legal services rendered	\$ 34,212.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Trevor Eck	12.10	735.00	8,893.50
Susan D. Golden	2.40	1,475.00	3,540.00
Rob Jacobson	3.20	1,155.00	3,696.00
Mike James Koch	3.70	735.00	2,719.50
Sarah R. Margolis	0.30	995.00	298.50
Brian Nakhaimousa	4.00	995.00	3,980.00
Francis Petrie	4.10	1,295.00	5,309.50
Margaret Reiney	5.00	1,155.00	5,775.00
TOTALS	34.80		\$ 34,212.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Trevor Eck	1.10	Review, revise Deloitte retention application.
05/01/23	Susan D. Golden	0.60	Review proposed revised fee examiner order (.4); correspond with F. Petrie and C. Okike re same (.2).
05/01/23	Brian Nakhaimousa	0.60	Review, revise Deloitte retention application.
05/01/23	Francis Petrie	0.90	Review revised order re proposed fee examiner (.4); correspond with S. Golden, K&E team re same (.5).
05/01/23	Margaret Reiney	0.90	Review, revise proposed fee examiner order.
05/02/23	Susan D. Golden	0.50	Correspond with M. Reiney and F. Petrie re proposed fee examiner order and comments to same (.4); correspond with proposed fee examiner re comments to fee examiner order (.1).
05/02/23	Margaret Reiney	2.40	Draft application in lieu of motion re proposed fee examiner (.8); review, revise proposed order re same (1.1); correspond with S. Golden, K&E team re same (.5).
05/03/23	Trevor Eck	0.60	Review, revise Deloitte retention application.
05/03/23	Susan D. Golden	0.20	Telephone conference with proposed fee examiner re same.
05/03/23	Mike James Koch	0.30	Conference with Brown Rudnick re potential party in interest (.1); review, analyze parties in interest list, materials re same (.1); correspond with B. Nakhaimousa, R. Jacobson re same (.1).
05/03/23	Francis Petrie	0.40	Telephone conference with Moelis re redacted potential M&A counterparty issue (.2); correspond with Moelis, Haynes and Boone re same (.2).
05/04/23	Trevor Eck	0.40	Review, revise Deloitte retention application.
05/04/23	Susan D. Golden	0.50	Correspond with Cole Schotz re proposed fee examiner order (.3); telephone conference with Cole Schotz re same (.2).
05/04/23	Brian Nakhaimousa	0.40	Correspond with T. Eck, K&E team, Berkeley Research Group re Deloitte retention application (.2); review, revise same (.2).
05/04/23	Margaret Reiney	0.50	Correspond with Cole Schotz, S. Golden, K&E team re fee examiner considerations.

Legal Services for the Period Ending May 31, 2023
BlockFi Inc.

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/23	Margaret Reiney	0.50	Review, revise proposed fee examiner order.
05/08/23	Susan D. Golden	0.40	Review proposed declaration of disinterestedness re fee examiner (.3); correspond with proposed fee examiner, M. Reiney and F. Petrie re same (.1).
05/10/23	Mike James Koch	0.20	Conference with Brown Rudnick re interim fee application filing deadline (.1); conference with M. Reiney re same (.1).
05/11/23	Susan D. Golden	0.20	Telephone conference with M. Reiney re Committee comments to interim fee application schedule.
05/11/23	Rob Jacobson	0.60	Telephone conference with S. Margolis re Moelis interim fee application (.3); telephone conference with Cole Schotz, Moelis re same (.3).
05/11/23	Brian Nakhaimousa	0.40	Correspond with R. Jacobson, T. Eck re Deloitte retention application.
05/11/23	Francis Petrie	0.40	Correspond with M. Reiney, K&E team re finalizing proposed fee examiner schedule and appointment.
05/12/23	Trevor Eck	0.60	Review, analyze Deloitte retention application, schedules (.3); correspond with Deloitte, R. Jacobson, K&E team re same (.3).
05/12/23	Brian Nakhaimousa	0.20	Correspond with T. Eck, R. Jacobson re Deloitte retention application.
05/15/23	Trevor Eck	0.80	Review, revise Deloitte retention application (.6); correspond with B. Nakhaimousa re same (.2).
05/15/23	Trevor Eck	3.50	Review, revise Deloitte retention application schedules re redaction (3.1); correspond with Deloitte, B. Nakhaimousa, K&E team re same (.4).
05/15/23	Brian Nakhaimousa	0.60	Correspond with Deloitte, T. Eck, R. Jacobson re Deloitte retention application.
05/16/23	Trevor Eck	5.10	Review, revise Deloitte retention application (2.8); review, revise schedules re same (1.6); correspond with Deloitte re same (.2); conference with B. Nakhaimousa, K&E team re same (.2); correspond with B. Nakhaimousa, K&E team re same (.3).

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Rob Jacobson	2.20	Review, revise Deloitte retention application (1.9); correspond with B. Nakhaimousa re same (.3).
05/16/23	Brian Nakhaimousa	1.80	Review, revise Deloitte retention application (1.0); correspond with T. Eck, R. Jacobson re same (.3); conference with same re same (.2); prepare same for filing (.3).
05/16/23	Francis Petrie	0.40	Review Deloitte retention application (.3); correspond with B. Nakhaimousa re same (.1).
05/17/23	Margaret Reiney	0.70	Review, revise spreadsheet re proposed fee examiner (.4); correspond with S. Golden, K&E team re same (.3).
05/18/23	Mike James Koch	0.30	Correspond with Moelis re parties in interest list, client connection considerations.
05/22/23	Sarah R. Margolis	0.30	Review, analyze Moelis fee application.
05/22/23	Francis Petrie	0.90	Review orders re sealing (.7); correspond with Cole Schotz team re strategy re same (.2).
05/23/23	Rob Jacobson	0.40	Correspond with Haynes and Boone, advisors re supplemental declarations.
05/23/23	Mike James Koch	0.60	Review, revise parties-in-interest list re confidentiality considerations (.4); correspond with R. Jacobson, F. Petrie re same (.2).
05/24/23	Mike James Koch	1.10	Review, revise mediator engagement letter, declaration of disinterestedness (.5); correspond with R. Jacobson, M. Reiney re same (.1); correspond with Berkeley Research Group re supplemental declaration considerations (.1); correspond with Cole Schotz re supplemental declaration, confidentiality considerations (.2); conference with Cole Schotz re same (.2).
05/24/23	Francis Petrie	1.10	Telephone conference with U.S. Trustee re disclosure questions (.4); correspond with M. Reiney, K&E team re same (.7).
05/26/23	Mike James Koch	0.20	Review, analyze non-debtor professional monthly fee statements (.1); correspond with F. Petrie re same (.1).
05/30/23	Mike James Koch	0.60	Draft confidentiality agreement re individual counsel (.4); correspond with F. Petrie, R. Jacobson re same (.2).

Non-K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Mike James Koch	0.40	Correspond with Berkeley Research Group re supplemental declaration considerations (.1); correspond with Moelis re same (.3).
Total		34.80	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082763
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 23,659.00
Total legal services rendered	\$ 23,659.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven M. Cantor	8.40	1,455.00	12,222.00
Katherine Karnosh	1.20	935.00	1,122.00
Christine A. Okike, P.C.	1.30	1,850.00	2,405.00
Francis Petrie	0.40	1,295.00	518.00
Anthony Vincenzo Sexton, P.C.	4.40	1,680.00	7,392.00
TOTALS	15.70		\$ 23,659.00

Description of Legal Services

Date	Name	Hours	Description
05/01/23	Anthony Vincenzo Sexton, P.C.	0.20	Review plan re tax considerations.
05/05/23	Steven M. Cantor	0.70	Review plan re tax considerations.
05/05/23	Katherine Karnosh	0.20	Telephone conference with S. Cantor, A. Sexton, Deloitte re outstanding diligence requests, work progression, timeline.
05/05/23	Anthony Vincenzo Sexton, P.C.	0.60	Telephone conference with Company and Deloitte re status of tax analysis (.2); correspond with C. Okike, K&E team re plan and disclosure statement issues (.4).
05/06/23	Steven M. Cantor	3.50	Review, revise disclosure statement re tax considerations (1.5); review, revise plan re tax considerations (2.0).
05/08/23	Steven M. Cantor	0.70	Review, revise disclosure statement re tax considerations (.2); telephone conference with Berkeley Research Group re intercompany accounts (.5).
05/08/23	Katherine Karnosh	0.40	Telephone conference with S. Cantor, K&E team, Berkeley Research Group re intercompany liability netting.
05/08/23	Christine A. Okike, P.C.	0.70	Correspond with A. Sexton re tax matters (.5); telephone conference with Berkeley Research Group re same (.2).
05/08/23	Francis Petrie	0.40	Correspond with Berkeley Research Group re intercompany treatment (.2); review supporting materials re same (.2).
05/08/23	Anthony Vincenzo Sexton, P.C.	1.00	Review, analyze plan re re intercompany considerations.
05/10/23	Steven M. Cantor	1.50	Review, revise plan re tax considerations.
05/11/23	Steven M. Cantor	0.50	Review, revise disclosure statement re tax considerations.
05/11/23	Anthony Vincenzo Sexton, P.C.	0.20	Review, revise disclosure statement re tax considerations.
05/12/23	Steven M. Cantor	0.50	Correspond with Company, Ernst & Young re tax issues.
05/12/23	Katherine Karnosh	0.20	Telephone conference with Company, Deloitte, S. Cantor, Company re tax return considerations.
05/12/23	Anthony Vincenzo Sexton, P.C.	0.50	Review, analyze issues re plan tax analysis.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/16/23	Steven M. Cantor	0.40	Telephone conference with Company and Ernst & Young re tax issues.
05/16/23	Katherine Karnosh	0.40	Review, analyze plan, disclosure statement re tax considerations.
05/16/23	Anthony Vincenzo Sexton, P.C.	0.50	Review, analyze issues re plan tax analysis.
05/25/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with SEC re plan tax issues.
05/30/23	Steven M. Cantor	0.60	Telephone conference with Joint Provisional Liquidators, Faegre Drinker, Walkers, A. Sexton, K&E team re Bermuda tax issues.
05/30/23	Christine A. Okike, P.C.	0.60	Telephone conference with Joint Provisional Liquidators, Faegre Drinker, Walkers, S. Cantor, K&E teams re international tax implications.
05/30/23	Anthony Vincenzo Sexton, P.C.	1.00	Telephone conference with Ernst & Young re plan tax analysis (.6); review, revise plan, disclosure statement re same (.4).
Total		15.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082764
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 29,490.50
Total legal services rendered	\$ 29,490.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Rob Jacobson	7.40	1,155.00	8,547.00
Francis Petrie	1.90	1,295.00	2,460.50
Michael B. Slade	8.20	1,855.00	15,211.00
Josh Sussberg, P.C.	1.60	2,045.00	3,272.00
TOTALS	19.10		\$ 29,490.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Rob Jacobson	2.70	Travel from Chicago, IL to New York, NY for May 8 hearing on wallet withdrawal relief (billed at half time).
05/07/23	Michael B. Slade	1.30	Travel from New York, NY to Trenton, NJ for May 8 hearing re wallet withdrawal relief (billed at half time).
05/08/23	Rob Jacobson	1.00	Travel from New York, NY to Trenton, NJ for May 8 hearing on wallet withdrawal relief (billed at half time).
05/08/23	Rob Jacobson	1.20	Travel from Trenton, NJ to New York, NY re May 8 hearing on wallet withdrawal relief (billed at half time).
05/08/23	Francis Petrie	1.90	Travel from New York, NY to Trenton, NJ for May 8 hearing on wallet withdrawal relief (1.2) (billed at half time); return travel from Trenton, NJ to New York, NY re same (.7) (billed at half time).
05/08/23	Michael B. Slade	0.70	Travel from Trenton, NJ to New York, NY for May 8 hearing re wallet withdrawal relief (billed at half time).
05/09/23	Rob Jacobson	2.50	Travel from New York, NY to Chicago, IL from May 8 hearing re wallet withdrawal relief (billed at half time).
05/09/23	Michael B. Slade	1.00	Travel from New York, NY to Chicago, IL from May 8 hearing re wallet withdrawal relief (billed at half time).
05/16/23	Michael B. Slade	0.90	Travel from Chicago, IL to New York, NY for May 18 hearing (billed at half time).
05/18/23	Michael B. Slade	1.70	Travel from New York, NY Trenton, NJ for May 18 hearing (.5) (billed at half time); travel from Trenton, NJ to Chicago, IL for May 18 hearing (1.2) (billed at half time).
05/18/23	Josh Sussberg, P.C.	1.60	Travel from New York, NY to Trenton, NJ for May 18 chambers conference and hearing (.8) (billed at half time); travel from Trenton, NJ to New York, NY re same (.8) (billed at half time).
05/29/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY for conferences with Company (billed at half time).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL for conferences with Company (billed at half time).
Total		19.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082765
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 8,402.50
Total legal services rendered	\$ 8,402.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Rob Jacobson	2.90	1,155.00	3,349.50
Mike James Koch	2.60	735.00	1,911.00
Sarah R. Margolis	2.10	995.00	2,089.50
Brian Nakhaimousa	0.50	995.00	497.50
Christine A. Okike, P.C.	0.30	1,850.00	555.00
TOTALS	8.40		\$ 8,402.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/11/23	Brian Nakhaimousa	0.50	Correspond with T. Eck, R. Jacobson re working group list re fee examiner (.3); review, revise same (.2).
05/17/23	Sarah R. Margolis	0.10	Correspond with S. Otero, M. Reiney re fee examiner request.
05/22/23	Rob Jacobson	2.90	Review, comment on multiple monthly operating reports (2.5); correspond with S. Margolis, Cole Schotz, Berkeley Research Group, Haynes and Boone re same (.3); correspond with Cole Schotz team re filing of same (.1).
05/22/23	Mike James Koch	2.60	Review, revise monthly operating reports (1.7); correspond with S. Margolis, R. Jacobson re same (.2); conference with S. Margolis, Berkeley Research Group re monthly operating report considerations (.5); correspond with R. Jacobson, S. Margolis re same (.2).
05/22/23	Sarah R. Margolis	2.00	Review, analyze monthly operating reports (1.0); correspond with R. Jacobson, M. Koch re same (.6); telephone conference with Berkeley Research Group re monthly operating report (.4).
05/24/23	Christine A. Okike, P.C.	0.30	Telephone conference with U.S. Trustee, Brown Rudnick, Haynes and Boone and K&E team re sealing of UCC report.
Total		8.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082766
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 61,532.50
Total legal services rendered	\$ 61,532.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	15.20	1,605.00	24,396.00
Kelsey Bleiweiss	11.50	1,245.00	14,317.50
Megan Bowsher	0.70	395.00	276.50
Megan Buenviaje	1.80	475.00	855.00
Meghan E. Guzaitis	1.70	550.00	935.00
Ricardo Guzman	10.50	475.00	4,987.50
Christine A. Okike, P.C.	4.50	1,850.00	8,325.00
Alex D. Pappas	6.80	985.00	6,698.00
Michael B. Slade	0.40	1,855.00	742.00
TOTALS	53.10		\$ 61,532.50

Description of Legal Services

Date	Name	Hours	Description
05/01/23	Kelsey Bleiweiss	0.20	Correspond with M. Buenviaje re document production issues.
05/01/23	Kelsey Bleiweiss	0.20	Telephone conference with M. Buenviaje, K&E team re document production collection re regulatory issues.
05/01/23	Megan Buenviaje	1.40	Review workflow parameters and searches re document production (.6); conference with K. Bleiweiss, K&E team re production status (.6); review, revise logs re process documentation and tracking re regulatory considerations (.2).
05/01/23	Ricardo Guzman	0.50	Correspond with M. Buenviaje, K&E team, Deloitte re production updates and quality control process re regulatory issues.
05/02/23	Bob Allen, P.C.	1.00	Correspond with K. Bleiweiss re document production re regulatory issues (.1); conference with A. Pappas re CFTC presentation (.1); conference with Company re same (.2); analyze underlying solvency documents and materials re same (.6).
05/02/23	Kelsey Bleiweiss	1.50	Review documents for production re regulatory considerations.
05/02/23	Ricardo Guzman	1.50	Analyze document selection re production re regulatory issues (1.0); coordinate with Deloitte re collection process re same (.3); correspond with K. Bleiweiss, K&E team re updates re same (.2).
05/02/23	Alex D. Pappas	0.20	Review and analyze regulatory documentation re privilege considerations.
05/02/23	Alex D. Pappas	0.20	Conference with B. Allen re CFTC talking points.
05/03/23	Bob Allen, P.C.	0.30	Conference with M. Slade re federal regulatory investment considerations (.2); correspond with M. Slade re same (.1).
05/03/23	Kelsey Bleiweiss	0.20	Correspond with R. Guzman re document production re regulatory issues.
05/03/23	Ricardo Guzman	1.30	Analyze documents produced re regulatory issues re quality control considerations (.8); correspond with K. Bleiweiss re same (.5).

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Christine A. Okike, P.C.	0.30	Telephone conference with SEC, B. Allen, and K&E team re regulatory matters.
05/03/23	Alex D. Pappas	1.00	Review and analyze Company communications re privilege and regulatory considerations.
05/04/23	Bob Allen, P.C.	0.90	Conference with California, Texas, and Alabama regulators re regulatory considerations (.4); prepare for conference re same (.3); conference with M. Nonaka re same (.1); correspond with Company re same (.1).
05/04/23	Kelsey Bleiweiss	1.60	Review documents for production re regulatory considerations.
05/04/23	Ricardo Guzman	2.50	Analyze document productions re regulatory materials (1.7); correspond with Deloitte re same (.3); correspond with K. Bleiweiss re same (.5).
05/04/23	Alex D. Pappas	0.40	Conference with state regulators and B. Allen re regulatory issues.
05/05/23	Bob Allen, P.C.	1.10	Conference with state regulators re regulatory questions (.8); conference with A. Pappas re same (.1); review production letters re various regulatory productions (.1); correspond with K. Bleiweiss re same (.1).
05/05/23	Ricardo Guzman	1.00	Analyze document selection for production re regulatory issues (.6); correspond with Deloitte re production process re same (.2); correspond with K. Bleiweiss, K&E team re same (.2).
05/05/23	Alex D. Pappas	0.40	Conference with B. Allen, K&E team re California regulators' requests.
05/07/23	Bob Allen, P.C.	1.50	Review and analyze underlying factual materials re CFTC requests.
05/07/23	Ricardo Guzman	0.10	Correspond with Deloitte re production process and updates re regulatory productions.
05/08/23	Bob Allen, P.C.	0.60	Telephone conference with office of the federal court of the Southern District of New York re regulatory document requests.
05/08/23	Kelsey Bleiweiss	2.50	Serve productions re internal Company communications to regulators.
05/08/23	Meghan E. Guzaitis	1.10	Produce documents to CFTC, SEC, and Southern District of New York.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Christine A. Okike, P.C.	0.90	Telephone conference with Company, plan administrator, McDermott, Paul Hastings and F. Petrie, K&E team re SEC matters (.8); telephone conference with J. Dermont re same (.1).
05/08/23	Alex D. Pappas	0.40	Draft talking points re California regulatory considerations.
05/09/23	Megan Bowsher	0.30	Review production to SEC (.2); revise production tracker (.1).
05/09/23	Megan Bowsher	0.40	Review productions to CFTC (.2); revise production tracker (.2).
05/09/23	Ricardo Guzman	0.80	Analyze production of documents and quality control process re regulatory materials (.5); correspond with K. Bleiweiss re same (.3).
05/09/23	Alex D. Pappas	1.60	Draft talking points for California regulators re inquiries.
05/11/23	Bob Allen, P.C.	0.70	Telephone conference with N. Roos re regulatory considerations (.1); correspond with M. Slade, Company re same (.3); telephone conference with J. Mayers re same (.3).
05/12/23	Kelsey Bleiweiss	0.70	Produce documents re response to CFTC subpoena.
05/12/23	Kelsey Bleiweiss	0.30	Analyze outstanding document collection and production re regulatory issues.
05/15/23	Bob Allen, P.C.	1.60	Conference with Company, witness, M. Slade re Department of Justice witness request (.6); review background report, related materials re FTX interactions (1.0).
05/15/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re workflow status.
05/16/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory matters updates.
05/16/23	Kelsey Bleiweiss	1.90	Analyze outstanding document production and collection issues re regulatory matters.
05/17/23	Bob Allen, P.C.	1.50	Correspond with K. Bleiweiss re CFTC production and review of analysis of related documents.
05/17/23	Kelsey Bleiweiss	0.60	Analyze document production issues re regulatory production.
05/18/23	Kelsey Bleiweiss	0.40	Correspond with B. Allen re document production issues.

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Alex D. Pappas	0.80	Review, revise summary re potential supplemental CFTC production.
05/19/23	Kelsey Bleiweiss	0.10	Conference with M. Slade re document production re regulatory matters.
05/19/23	Kelsey Bleiweiss	0.40	Analyze outstanding document production issues re regulatory matters.
05/19/23	Christine A. Okike, P.C.	0.80	Telephone conference with SEC re plan.
05/22/23	Kelsey Bleiweiss	0.10	Conference with M. Buenaviaje, K&E team re regulatory-related document production issues.
05/22/23	Kelsey Bleiweiss	0.20	Correspond with M. Buenaviaje re document production issues.
05/22/23	Christine A. Okike, P.C.	1.40	Analyze SEC plan issues (.3); correspond with Company re same (.4); telephone conference with M. Pacey, K&E team re same (.7).
05/23/23	Bob Allen, P.C.	0.40	Correspond with CFTC re 3AC requests (.2); correspond with Company re same (.2).
05/25/23	Bob Allen, P.C.	1.60	Revise talking points re state regulator issues (.4); review materials re preparation re conference re BPY questions (.5); analyze document production re CFTC searches (.3); conference with CFTC re 3AC (.3); correspond with Company re same (.1).
05/25/23	Kelsey Bleiweiss	0.20	Correspond with R. Guzman re regulatory document production issues.
05/25/23	Ricardo Guzman	0.30	Correspond with K. Bleiweiss re production process re regulatory documents.
05/25/23	Christine A. Okike, P.C.	1.10	Telephone conference with SEC re regulatory matters.
05/25/23	Alex D. Pappas	0.20	Review talking points re California regulatory issues.
05/26/23	Bob Allen, P.C.	2.20	Revise production letter re CFTC production (1.1); conference with California, Texas, and Alabama state regulators (.4); review materials re preparation re same (.4); correspond with Company re same (.1); correspond with Company re Department of Justice request (.2).
05/26/23	Kelsey Bleiweiss	0.40	Analyze correspondence re document production to CFTC.
05/26/23	Meghan E. Guzaitis	0.60	Produce documents to CFTC.

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Regulatory

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Alex D. Pappas	0.10	Correspond with K. Bleiweiss re regulatory-related document production letter.
05/26/23	Alex D. Pappas	0.80	Review materials re preparation re state regulators presentation.
05/26/23	Alex D. Pappas	0.30	Presentation to state regulators re spreadsheet.
05/27/23	Michael B. Slade	0.40	Correspond with Department of Justice staff re related ongoing matter.
05/30/23	Bob Allen, P.C.	0.30	Correspond with M. Slade re FTX requests.
05/30/23	Ricardo Guzman	2.00	Correspond with M. Guzaitis and M. Bowsher re search analysis re regulatory document production.
05/31/23	Bob Allen, P.C.	1.20	Conference with Company re state regulator requests (.5); conference with witness, counsel re Department of Justice requests (.5); review materials re preparation re same (.2).
05/31/23	Ricardo Guzman	0.50	Correspond with M. Guzaitis and M. Bowsher re search analysis re regulatory documents.
05/31/23	Alex D. Pappas	0.40	Conference with Company re regulatory issues, considerations.
Total		53.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082767
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 191,837.00
Total legal services rendered	\$ 191,837.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.80	1,605.00	2,889.00
Kelsey Bleiweiss	0.40	1,245.00	498.00
Cade C. Boland	4.20	985.00	4,137.00
Megan Bowsher	11.90	395.00	4,700.50
Megan Buenviaje	0.40	475.00	190.00
Julia R. Foster	0.50	480.00	240.00
Meghan E. Guzaitis	4.60	550.00	2,530.00
Abbie Holtzman	5.40	295.00	1,593.00
Richard U. S. Howell, P.C.	14.90	1,620.00	24,138.00
Casey McGushin	30.90	1,415.00	43,723.50
Alex D. Pappas	2.60	985.00	2,561.00
Francis Petrie	0.70	1,295.00	906.50
Molly Portwood	9.10	295.00	2,684.50
Michael B. Slade	48.40	1,855.00	89,782.00
Josh Sussberg, P.C.	2.40	2,045.00	4,908.00
Katie J. Welch	5.60	1,135.00	6,356.00
TOTALS	143.80		\$ 191,837.00

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Investigation Matters**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Bob Allen, P.C.	1.70	Review and analyze documents re social media and solvency considerations (1.6); correspond with A. Pappas re same (.1).
05/01/23	Richard U. S. Howell, P.C.	1.00	Telephone conference with C. McGushin, K&E team re investigation (.6); correspond with M. Slade and C. McGushin re same (.4).
05/01/23	Casey McGushin	2.90	Conference with independent director and solvency expert re investigation (1.5); conference with M. Slade re same (.2); review, revise investigation report (1.2).
05/01/23	Michael B. Slade	1.60	Telephone conference with witness re investigation (.5); analyze memorandum re investigation (1.1).
05/02/23	Bob Allen, P.C.	0.10	Telephone conference with M. Slade re investigation.
05/02/23	Richard U. S. Howell, P.C.	1.70	Review draft investigation report.
05/03/23	Richard U. S. Howell, P.C.	2.30	Review investigation report (1.3); conference with C. McGushin, M. Slade, Company re same (1.0).
05/03/23	Casey McGushin	3.80	Review investigation materials re preparation for conference with Company (.6); conference with M. Slade and R. Howell re investigation (.6); conference with M. Slade, Company re investigation regulatory issues (.6); review, revise investigation report (2.0).
05/03/23	Michael B. Slade	3.20	Telephone conference with witness re investigation facts (.5); telephone conference with Company, C. McGushin, K&E team re investigation (1.0); analyze investigation report (1.7).
05/04/23	Richard U. S. Howell, P.C.	2.70	Review materials re UCC investigation (.3); conference with C. McGushin, K&E team re special committee investigation (1.0); review materials re special committee investigation (.8); correspond with M. Slade and C. McGushin re open investigation, litigation issues (.6).
05/04/23	Casey McGushin	3.50	Review, revise investigation report (1.8); conference with Company re investigation (1); analyze claim valuation re investigation considerations (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/04/23	Alex D. Pappas	1.80	Draft talking points re social media communications.
05/04/23	Michael B. Slade	3.70	Conference with witnesses re investigation considerations (.4); analyze investigation report (3.3).
05/05/23	Casey McGushin	1.60	Conference with R. Howell and M. Slade re investigation (.4); review and analyze potential claims re investigation (.5); correspond with Company re same (.4); review, revise letter re same potential claims (.3).
05/06/23	Michael B. Slade	3.10	Review, revise talking points re wallet withdrawal motion hearing.
05/07/23	Casey McGushin	1.40	Review, revise talking points re investigation (.5); review, revise report re investigation (.9).
05/08/23	Richard U. S. Howell, P.C.	0.40	Review materials re special investigation (.3); correspond with C. McGushin re investigation updates from Company (.1).
05/08/23	Casey McGushin	2.40	Conference with Company re investigation (.2); review, revise talking points re for conference with UCC (1.4); correspond with Company employees of interest re investigation, settlement (.8).
05/08/23	Alex D. Pappas	0.80	Draft talking points re Company employee tweet.
05/08/23	Francis Petrie	0.70	Review document re investigation report.
05/08/23	Michael B. Slade	0.40	Conference with counsel for subpoena party re investigation matter.
05/08/23	Katie J. Welch	0.50	Review and revise demand letters re investigation matters.
05/09/23	Casey McGushin	1.20	Review, revise letters re potential settlement of claims re investigation.
05/09/23	Michael B. Slade	2.90	Conference with UCC re investigation (2.1); conference with Haynes Boone re investigation matters (.8).
05/09/23	Josh Sussberg, P.C.	1.40	Conference with Brown Rudnick, M. Slade, C. Okike, Brown Rudnick re investigation and next steps (1.0); correspond with M. Slade and Brown Rudnick re same (.3); conference with C. Okike re same (.1).
05/10/23	Richard U. S. Howell, P.C.	0.20	Correspond with C. McGushin re special committee investigation.

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Investigation Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/10/23	Casey McGushin	3.30	Conference with M. Slade, Company re investigation (.5); review, revise investigation report (1.3); conference with M. Slade re investigation (.2); research issues re potential claims in investigation (1.2); conference with K. Welch re investigation (.1).
05/10/23	Michael B. Slade	2.00	Telephone conference with C. McGushin, Company re investigation (.5); conference with opposing counsel re same (.8); conference with C. McGushin re investigation matters (.4); review, revise letter re investigation (.3).
05/10/23	Katie J. Welch	1.30	Research estate claims for breach of fiduciary duty (.7); draft summary of same (.6).
05/11/23	Richard U. S. Howell, P.C.	0.90	Review materials re special committee investigation (.6); correspond with M. Slade and C. McGushin re same (.3).
05/11/23	Casey McGushin	1.50	Draft and revise investigative report.
05/11/23	Michael B. Slade	1.50	Review, revise letter re investigation (.5); conference with Company re same (1.0).
05/12/23	Casey McGushin	2.00	Review, revise investigation report.
05/15/23	Casey McGushin	1.50	Review, revise investigation report.
05/15/23	Michael B. Slade	1.50	Conference with counsel for witnesses re investigation matters (.6); conference with C. Okike and F. Petrie re investigation next steps (.4); telephone conference with Southern District of New York staff re request for cooperation in Southern District of New York matters (.5).
05/17/23	Kelsey Bleiweiss	0.40	Conference with B. Allen, K&E team re case status.
05/17/23	Cade C. Boland	1.10	Conference with M. Slade, K&E team re investigation issues (.4); draft discovery requests re public statements re same (.7).
05/17/23	Casey McGushin	0.40	Conference with M. Slade, K&E team re investigation.
05/17/23	Michael B. Slade	0.40	Conference with C. McGushin, R. Howell, C. Boland re investigation.
05/17/23	Katie J. Welch	0.70	Conference with M. Slade, K&E team re investigation memorandum and action items.
05/18/23	Richard U. S. Howell, P.C.	0.20	Review materials re special committee investigation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/18/23	Casey McGushin	0.60	Review and revise draft investigation report.
05/18/23	Michael B. Slade	3.20	Review case law re solicitation (1.8); attend chambers conference and hearing re issues re same (1.4).
05/19/23	Michael B. Slade	1.20	Correspond with C. Okike, K&E team re UCC report re investigation (.6); review report and related materials re same (.6).
05/22/23	Megan Buenviaje	0.40	Conference with K. Bleiweiss, K&E team re workflow status.
05/22/23	Richard U. S. Howell, P.C.	1.10	Review, revise special committee report (.8); review materials re same (.3).
05/22/23	Michael B. Slade	3.60	Review, revise special committee report.
05/23/23	Richard U. S. Howell, P.C.	0.90	Review special committee report (.7); correspond with C. McGushin re special committee investigation (.2).
05/23/23	Michael B. Slade	3.90	Review, revise special committee report (3.0); review documents re same (.9).
05/24/23	Richard U. S. Howell, P.C.	0.70	Correspond with M. Slade, C. McGushin, Company re special committee report.
05/25/23	Julia R. Foster	0.50	Research precedent re seal orders.
05/25/23	Richard U. S. Howell, P.C.	1.20	Review materials re special committee investigation and report.
05/25/23	Casey McGushin	2.70	Review, revise investigation report inserts (1.9); conference with M. Slade, K&E team, Company re factual issues raised in UCC report (.8).
05/25/23	Michael B. Slade	5.40	Review special committee report (3.8); revise same (1.0); telephone conference with Vogel and follow up re same (.6).
05/26/23	Casey McGushin	0.80	Conference with M. Slade and counsel to Joint Provisional Liquidators re investigation.
05/27/23	Michael B. Slade	0.40	Telephone conference with witness counsel re investigation matters.
05/29/23	Meghan E. Guzaitis	0.70	Compile production documents cited in Special Committee brief.
05/29/23	Michael B. Slade	2.10	Review and revise special committee report.
05/30/23	Cade C. Boland	3.10	Correspond with R. Howell, K&E team re investigation report (.3); revise special investigation report (2.8).
05/30/23	Megan Bowsher	11.90	Review, revise Special Committee investigation report.

Legal Services for the Period Ending May 31, 2023

BlockFi Inc.

Investigation Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/30/23	Meghan E. Guzaitis	3.10	Compile production documents cited in Special Committee brief to aid team with cite check (.2.3); correspond with R. Guzman, K&E team re cite check and various non produced documents re same (.8)
05/30/23	Abbie Holtzman	5.40	Review, revise Special Committee investigation report.
05/30/23	Richard U. S. Howell, P.C.	1.60	Review materials re committee investigation and special committee investigation (1.3); conference with C. Boland, K&E team re same (.3).
05/30/23	Casey McGushin	1.30	Revise investigation report.
05/30/23	Molly Portwood	9.10	Review memorandum re Special Committee findings.
05/30/23	Michael B. Slade	4.70	Conference with K. Welch, K&E team re investigation report (.3); telephone conference with J. Sussberg, K&E team re factual clarifications re same (.6); review special committee report (3.8).
05/30/23	Josh Sussberg, P.C.	1.00	Review investigation report (.9); conference with M. Slade re insurance status re same (.1).
05/30/23	Katie J. Welch	1.00	Review witness interviews re investigative report.
05/30/23	Katie J. Welch	0.30	Conference with M. Slade and K&E team re investigative report.
05/30/23	Katie J. Welch	1.80	Review investigative report.
05/31/23	Meghan E. Guzaitis	0.80	Review privilege documents cited in Special Committee brief.
05/31/23	Michael B. Slade	3.60	Review, revise special committee report (3.4); conference with C. McGushin, K&E team re same (.2).
Total		143.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082768
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through May 31, 2023
(see attached Description of Expenses for detail)

Total expenses incurred	<hr/> \$ 484,875.60
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Total expenses incurred	\$ 484,875.60
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	16.00
Standard Copies or Prints	264.50
Color Copies or Prints	1,036.50
Outside Messenger Services	407.15
Local Transportation	117.02
Travel Expense	8,273.67
Airfare	4,693.92
Transportation to/from airport	3,588.01
Travel Meals	634.31
Court Reporter Fee/Deposition	18,569.72
Professional Fees	430,229.41
Catering Expenses	5,982.00
Computer Database Research	3,944.67
Westlaw Research	2,921.04
LexisNexis Research	2,464.51
Overtime Transportation	622.07
Overtime Meals - Attorney	921.73
Overnight Delivery - Hard	116.37
Computer Database Research - Soft	73.00
Total	\$ 484,875.60

Description of Expenses**Third Party Telephone Charges**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/07/23	Michael B. Slade - in flight wifi, Travel to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023	8.00
05/18/23	Michael B. Slade - in flight wifi, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	8.00
	Total	16.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/03/23	Standard Copies or Prints	0.10
05/04/23	Standard Copies or Prints	9.30
05/05/23	Standard Copies or Prints	1.50
05/06/23	Standard Copies or Prints	1.90
05/06/23	Standard Copies or Prints	6.30
05/07/23	Standard Copies or Prints	12.60
05/07/23	Standard Copies or Prints	105.80
05/07/23	Standard Copies or Prints	0.10
05/08/23	Standard Copies or Prints	0.40
05/09/23	Standard Copies or Prints	19.30
05/09/23	Standard Copies or Prints	1.70
05/09/23	Standard Copies or Prints	0.50
05/10/23	Standard Copies or Prints	0.20
05/10/23	Standard Copies or Prints	5.10
05/11/23	Standard Copies or Prints	0.20
05/12/23	Standard Copies or Prints	1.90
05/16/23	Standard Copies or Prints	8.10
05/16/23	Standard Copies or Prints	21.40
05/17/23	Standard Copies or Prints	0.30
05/18/23	Standard Copies or Prints	16.00
05/22/23	Standard Copies or Prints	0.60
05/23/23	Standard Copies or Prints	39.00
05/31/23	Standard Copies or Prints	12.20
Total		264.50

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/02/23	Color Copies or Prints	14.00
05/03/23	Color Copies or Prints	19.50
05/07/23	Color Copies or Prints	355.00
05/07/23	Color Copies or Prints	346.50
05/07/23	Color Copies or Prints	1.50
05/08/23	Color Copies or Prints	2.00
05/09/23	Color Copies or Prints	27.00
05/09/23	Color Copies or Prints	103.00
05/10/23	Color Copies or Prints	56.50
05/12/23	Color Copies or Prints	77.50
05/16/23	Color Copies or Prints	0.50
05/23/23	Color Copies or Prints	5.50
05/31/23	Color Copies or Prints	28.00
Total		1,036.50

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/22/23	Comet Messenger Service Inc – Package delivered from Chicago Office to Slade home.	110.88
04/28/23	Vital Transportation Services Inc - Package delivered from New York Office to Sussberg home. 04/17/2023	130.85
05/21/23	Crown Delivery & Logistics – Package delivered from New York Office to Sussberg home.	165.42
Total		407.15

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Taxi from dinner to hotel re trip to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	21.80
04/24/23	Michael B. Slade - Taxi from hotel to New York office re trip to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	8.40
05/04/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3 2023 to May 9, 2023.	24.22
05/05/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3, 2023 to May 9, 2023.	15.94
05/08/23	Rob Jacobson - Taxi from New York office to hotel re trip to New York, NY for Company meetings from May 3, 2023 to May 9, 2023.	15.94
05/18/23	Michael B. Slade - Taxi from hotel to Penn Station re trip to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	30.72
Total		117.02

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Lodging 1 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
04/25/23	Michael B. Slade - Lodging 2 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
04/26/23	Michael B. Slade - Lodging 3 of 3 nights, New York, NY, Travel to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	600.00
05/03/23	Rob Jacobson - Lodging 1 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/04/23	Rob Jacobson - Lodging 2 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/05/23	Rob Jacobson - Lodging 3 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/06/23	Rob Jacobson - Lodging 4 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023	548.57
05/07/23	Rob Jacobson - Lodging 5 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023 05/07/2023	548.57
05/07/23	Michael B. Slade - Lodging 1 of 2 nights, Trenton, NJ and New York, NY, Travel to Trenton, NJ and New York for Company hearing and meetings from May 7, 2023 through May 9, 2023.	182.25
05/08/23	Rob Jacobson - Lodging 6 of 6 nights, New York, NY, Travel to New York, NY for Company meetings from May 3, 2023 through May 9, 2023 05/08/2023	548.57
05/08/23	Michael B. Slade - Lodging 2 of 2 nights, Trenton, NJ and New York, NY, Travel to Trenton, NJ and New York for Company hearing and meetings from May 7, 2023 through May 9, 2023.	600.00
05/16/23	Michael B. Slade - Lodging 1 of 2 nights, New York, NY, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	600.00
05/17/23	Michael B. Slade - Lodging 2 of 2 nights, New York, NY, Travel to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	600.00

05/29/23	Michael B. Slade - Lodging 1 of 2 nights, New York, NY, Travel to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	600.00
05/30/23	Michael B. Slade - Lodging 2 of 2 nights, New York, NY, Travel to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	600.00
Total		8,273.67

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/19/23	Casey McGushin - Airfare (Coach), one way trip from Chicago, IL to New York, NY, Travel for Company deposition preparation and attend deposition from March 20, 2023 to March 21, 2023.	353.98
04/19/23	Michael B. Slade - Airfare (Reduced to Coach), one way trip from Chicago, IL to Philadelphia, PA, , Travel for Company depositions and meetings from April 24, 2023 through April 26, 2023.	619.89
04/26/23	Michael B. Slade - Airfare (Coach), one way from New York, NY to Chicago, IL, Travel for Company depositions and meetings from April 23, 2023 through April 26, 2023. This line item reflects the return flight exchange for the attorney's return to Chicago, IL on April 26th instead of April 27th.	157.81
05/01/23	Rob Jacobson - Airfare (Coach), round trip from Chicago, IL to New York, NY, Travel for Company meetings from May 3, 2023 to May 9, 2023	475.76
05/04/23	Michael B. Slade - Airfare (Coach), round trip from Chicago, IL to Trenton, NJ and New York, NY, Travel for Company hearing and meetings from May 7, 2023 through May 9, 2023.	847.58
05/11/23	Michael B. Slade - Airfare (Coach), multi-city trip from Chicago, IL to Richmond, Virginia to Trenton, NJ and New York, NY to Chicago, IL, Travel for Company hearing and mediation from May 15, 2023 through May 18, 2023.	776.25
05/22/23	Michael B. Slade - Airfare (Coach), one way trip from Chicago, IL to New York, NY, Travel for Company mediation from June 4, 2023 through June 7, 2023.	649.98
05/24/23	Michael B. Slade - Airfare (Coach), round trip from Chicago, IL to New York, NY, Coach, Travel for Company meetings from May 29, 2023 through May 31, 2023.	812.67
Total		4,693.92

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/21/23	Vital Transportation Services Inc – Yuri Mushkin (Chief Risk Officer of BlockFi), one way car from New York office to New York Airport for Company meetings and depositions.	50.00
04/24/23	Michael B. Slade - one way car from Slade home to Chicago Airport for Company depositions and meetings from April 24, 2023 through April 26, 2023.	83.00
04/26/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company depositions and meetings from April 24, 2023 through April 26, 2023.	49.90
04/28/23	VITAL TRANSPORTATION SERVICES INC - Slade Michael, one way car from New York office to New York Airport for Company depositions and meetings. 04/19/2023	50.00
04/28/23	Vital Transportation Services Inc – Richard Howell, one way car from New York office to New York Airport for Company meetings.	50.00
04/30/23	Sunny's Worldwide - Casey McGushin, one way car from New York Airport to hotel for Company meetings.	50.00
04/30/23	Sunny's Worldwide - Michael Slade, one way car from hotel to New York Airport for Company depositions and meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Casey McGushin, one way car from McGushin home to Chicago Airport for Company meetings	50.00
04/30/23	Windy City Limousine - Casey McGushin, one way car from McGushin home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Michael Slade, one way car from Philadelphia Airport to Buchanan Ingersoll & Rooney PC for Company depositions and meetings	141.68
04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Howell home to Chicago Airport for Company meetings.	50.00
04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
04/30/23	Windy City Limousine - Michael Slade, one way car from Chicago Airport to Slade home for Company meetings.	50.00

Expenses

04/30/23	Windy City Limousine - Richard Howell, one way car from Chicago Airport to Howell home for Company meetings.	50.00
05/03/23	Rob Jacobson - one way car from New York Airport to hotel for Company meetings.	111.44
05/09/23	Rob Jacobson - one way car from hotel to New York Airport for Company meetings.	120.97
05/09/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company meetings and hearing.	73.30
05/12/23	Boston Coach Corporation - Francis Petrie, round trip car from New York office to Trenton, NJ court for Company hearing on wallet withdrawal.	1,311.78
05/15/23	Sunny's Worldwide - Michael Slade, one way car from Newark Airport to Princeton, NJ hotel for Company hearing.	277.48
05/18/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company hearing and mediation.	90.86
05/18/23	Michael B. Slade - one way car from Trenton, NJ court to Newark Airport for Company hearing and mediation.	225.87
05/19/23	Vital Transportation Services Inc – Michael Slade, one way car from New York office to Newark Airport for Company hearing.	116.96
05/29/23	Michael B. Slade - one way car from NY Airport to hotel for Company meetings from May 29, 2023 through May 31, 2023.	97.16
05/31/23	Windy City Limousine - Robert Jacobson, one way car from Chicago airport to Jacobson home for Company meetings.	50.00
05/31/23	Windy City Limousine - Robert Jacobson, one way car from Jacobson home to Chicago Airport for Company meetings.	50.00
05/31/23	Michael B. Slade - one way car from Chicago Airport to Slade home for Company meetings from May 29, 2023 through May 31, 2023.	87.61
Total		3,588.01

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/24/23	Michael B. Slade - Travel Meals, Chicago, IL to Philadelphia, PA for Company depositions and meetings from April 24, 2023 through April 26, 2023.	13.15
04/24/23	Michael B. Slade - Travel Meals, Chicago, IL to Philadelphia, PA for Company depositions and meetings from April 24, 2023 through April 26, 2023.	30.92
04/26/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company depositions and meetings from April 24, 2023 through April 26, 2023.	15.99
05/07/23	Michael B. Slade - Michael B. Slade, Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023. This dinner included Richard Kanowitz from Haynes and Boone.	60.74
05/08/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	37.86
05/08/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	60.00
05/09/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	18.40
05/09/23	Michael B. Slade - Travel Meals, Chicago, IL to Trenton, NJ and New York, NY for Company hearing and meetings from May 7, 2023 through May 9, 2023.	52.36
05/16/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	60.00
05/17/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023.	60.00
05/18/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	42.75
05/18/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company hearing and mediation from May 15, 2023 through May 18, 2023	12.12
05/29/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	60.00

05/30/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	26.18
05/30/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	60.00
05/31/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company meetings from May 29, 2023 through May 31, 2023.	23.84
Total		634.31

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of certified copies of deposition transcripts re Rob Loban and Michelle Henry	2,412.48
04/14/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Zac Prince.	1,795.90
04/17/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re David Spack.	1,003.45
04/21/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Flori Marquez.	1,861.10
04/21/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Amit Cheela.	2,787.81
04/25/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC - M. Slade purchase of 1 certified copy of deposition transcript re Yuri Mushkin.	1,756.35
05/10/23	MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 certified copy of deposition transcript re Rene Van Kesteren.	1,468.80
05/10/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Rene Van Kesteren.	1,683.50
05/11/23	MAGNA LEGAL SERVICES LLC - MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 original and 1 certified copy of deposition transcript re Jennifer Hill.	2,162.01
05/11/23	MAGNA LEGAL SERVICES LLC - TRF MAGNA LEGAL SERVICES LLC – M. Slade purchase of 1 certified copy of deposition transcript re Jennifer Hill.	1,638.32
Total		18,569.72

Professional Fees

Date	Description	Amount
04/28/23	DELOITTE TRANSACTIONS & BUS ANALYTICS - Discovery related expenses for BlockFi re Deloitte consulting services.	66,789.91
05/03/23	Precision Reporters LLC – M. Slade request of professional services related to expedited copies re Company and A. Cheela documents.	1,650.00
05/15/23	CRA INTERNATIONAL INC - Consulting Firm - Professional, Fees re research, document review, solvency analysis and presentations, telephone conferences with counsel and Company, and related analyses re same through 05/1/2023.	361,789.50
Total		430,229.41

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	FLIK - BlockFi Inc.3/8/2023	20.00
03/01/23	FLIK - BlockFi Inc.3/21/2023	32.00
03/01/23	FLIK - BlockFi Inc.3/13/2023	56.00
03/01/23	FLIK - BlockFi Inc.3/8/2023	180.00
03/01/23	FLIK - BlockFi Inc.3/17/2023	80.00
03/01/23	FLIK - BlockFi Inc.3/23/2023	240.00
03/01/23	FLIK - BlockFi Inc.3/16/2023	144.00
03/01/23	FLIK - BlockFi Inc.3/30/2023	168.00
03/01/23	FLIK - BlockFi Inc.3/21/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/19/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/12/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/4/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	80.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	40.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	48.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	192.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/13/2023	240.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	64.00
04/01/23	FLIK - BlockFi Inc.4/11/2023	280.00
04/01/23	FLIK - BlockFi Inc.4/27/2023	250.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	192.00
04/01/23	FLIK - BlockFi Inc.4/25/2023	240.00
04/01/23	FLIK - BlockFi Inc.4/18/2023	96.00
04/01/23	FLIK - BlockFi Inc.4/12/2023	80.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	64.00
04/01/23	FLIK - BlockFi Inc.4/26/2023	360.00
04/01/23	FLIK - BlockFi Inc.4/4/2023	108.00
04/01/23	FLIK - BlockFi Inc.4/10/2023	80.00

04/01/23	FLIK - BlockFi Inc.4/10/2023	32.00
04/01/23	FLIK - BlockFi Inc.4/17/2023	24.00
04/01/23	FLIK - BlockFi Inc.4/26/2023	96.00
04/01/23	FLIK - BlockFi Inc.4/3/2023	192.00
	Total	5,982.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Isabella Paretti	58.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by David Hackel	2,905.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Brian Nakhaimousa	278.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Rob Jacobson	10.00
02/07/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2023 by Lucas Spangler	131.00
04/30/23	RELX Inc DBA LexisNexis - Courtlink Usage for 04/2023 by Katie Welch	8.67
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Isabella Paretti	151.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by David Hackel	32.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Trevor Eck	140.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Jimmy Ryan	171.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Michael Koch	20.00
05/17/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 04/2023 by Brian Nakhaimousa	40.00
Total		3,944.67

Westlaw Research

Date	Description	Amount
04/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/13/2023	249.53
04/13/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/13/2023	753.43
04/14/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/14/2023	51.96
04/17/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/17/2023	25.98
04/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/18/2023	285.79
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 4/19/2023	78.02
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 4/19/2023	25.98
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 4/19/2023	129.90
04/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/19/2023	207.84
04/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 4/20/2023	25.98
04/20/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 4/20/2023	190.54
04/23/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Boland, Cade on 4/23/2023	52.02
04/24/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 4/24/2023	52.02
04/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 4/28/2023	63.04
04/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by McGushin, Casey on 4/29/2023	52.02
05/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 5/1/2023	23.33
05/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ben-Shahar, Ziv on 5/4/2023	46.71
05/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Hackel, David on 5/4/2023	23.33
05/16/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 5/16/2023	139.98

05/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 5/18/2023	23.33
05/19/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Burton, Brenda on 5/19/2023	93.43
05/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 5/22/2023	93.32
05/30/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Bowsher, Megan on 5/30/2023	233.56
	Total	2,921.04

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/11/2023 by Sarah Margolis	155.15
04/17/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/17/2023 by Katie Welch	81.83
04/18/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/18/2023 by Katie Welch	409.13
04/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/19/2023 by Sarah Margolis	414.56
04/20/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/20/2023 by Katie Welch	327.30
04/23/23	RELX Inc DBA LexisNexis - LexisNexis Research on 4/23/2023 by Katie Welch	409.11
05/04/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/4/2023 by David Hackel	57.71
05/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/11/2023 by Katie Welch	46.07
05/16/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/16/2023 by Michael Koch	258.58
05/19/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/19/2023 by Brenda Burton	121.06
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Chloe Tremblay	132.29
05/31/23	RELX Inc DBA LexisNexis - LexisNexis Research on 5/31/2023 by Michael Koch	51.72
Total		2,464.51

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/09/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	38.02
12/14/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	31.41
12/14/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	29.80
12/16/22	Isabella J. Paretti - Taxi, OT car transfer from office to home.	42.71
01/06/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	36.76
01/10/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.51
01/12/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.44
01/25/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	34.53
01/25/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	63.10
01/26/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	35.31
03/03/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	38.14
03/09/23	Isabella J. Paretti - Taxi, OT car transfer from office to home.	40.24
04/20/23	Francis Petrie - Taxi, OT car transfer from office to home.	23.66
05/02/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.95
05/04/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.92
05/05/23	Margaret Reiney - Taxi, OT car transfer from office to home.	12.94
05/06/23	Margaret Reiney - Taxi, OT car transfer from office to home.	16.83
05/08/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.36
05/08/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.92
05/11/23	Francis Petrie - Taxi, OT car transfer from office to home.	16.97
05/11/23	Francis Petrie - Taxi, OT car transfer from office to home.	13.34
05/11/23	Jimmy Ryan - Taxi, OT round trip car transfer from home to office.	22.21
Total		622.07

Overtime Meals - Attorney

Date	Description	Amount
04/16/23	GRUBHUB HOLDINGS INC - Eck Trevor 4/11/2023 OT Meal	21.89
04/23/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/18/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Reiney Margaret 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 4/27/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Petrie Francis 4/26/2023 OT Meal	40.00
04/30/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 4/25/2023 OT Meal	36.54
05/04/23	Francis Petrie 05/04/2023 OT Meal	40.00
05/06/23	Margaret Reiney- 05/06/2023 OT Meal with: B. Nakhaimousa and R. Jacobson	66.29
05/06/23	Francis Petrie 05/06/2023 OT Meal with M. Reiney	49.53
05/07/23	GRUBHUB HOLDINGS INC - Paretti Isabella J. 5/5/2023 OT Meal	40.00
05/07/23	Francis Petrie 05/07/2023 OT Meal with I. Paretti, M. Reiney, and R. Jacobson	140.45
05/07/23	Margaret Reiney 05/07/2023 OT Meal with F. Petrie and R. Jacobson	47.74
05/10/23	Francis Petrie 05/10/2023 OT Meal	40.00
05/14/23	GRUBHUB HOLDINGS INC - Petrie Francis 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Koch Mike James 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Reiney Margaret 5/11/2023 OT Meal	39.86
05/14/23	GRUBHUB HOLDINGS INC - Nakhaimousa Brian 5/11/2023 OT Meal	39.85
05/14/23	GRUBHUB HOLDINGS INC - Ryan Jimmy 5/11/2023 OT Meal	39.86
05/23/23	Margaret Reiney 05/23/2023 OT Meal with F. Petrie	40.00
Total		921.73

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/01/23	FEDERAL EXPRESS - 771970674799	61.59
05/08/23	FEDERAL EXPRESS - 772004213168	54.78
	Total	116.37

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/01/23	PACER Usage for 04/2023	60.90
04/01/23	PACER Usage for 04/2023	12.10
	Total	73.00
	TOTAL EXPENSES	\$ 484,875.60

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082769
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,791.50
Total legal services rendered	\$ 5,791.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	3.20	735.00	2,352.00
Rob Jacobson	1.50	1,155.00	1,732.50
Sarah R. Margolis	0.80	995.00	796.00
Isabella J. Paretti	0.60	735.00	441.00
Jimmy Ryan	0.30	885.00	265.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	6.50		\$ 5,791.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
04/05/23	Jimmy Ryan	0.30	Telephone conference with creditor re creditor inquiries.
05/16/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie and C. Okike re creditor FAQs.
05/17/23	Trevor Eck	0.40	Conference and correspond with J. Ryan, K&E team re creditor inquiries.
05/17/23	Isabella J. Paretti	0.60	Conference with S. Margolis, K&E team re creditor inquiries (.2); draft inquiry summary re same (.4).
05/18/23	Trevor Eck	0.30	Correspond with R. Jacobson, K&E team, Kroll re creditor inquiries.
05/18/23	Rob Jacobson	1.50	Review, comment on proposed responses to creditor inquiries.
05/19/23	Trevor Eck	0.80	Correspond with R. Jacobson, K&E team, and creditors re creditor inquiries.
05/30/23	Trevor Eck	0.50	Draft responsive correspondence re pro se creditor inquiries.
05/30/23	Sarah R. Margolis	0.50	Telephone conference with claimant re attempted wire transactions (.2); review creditor inquiries correspondences (.1); correspond with T. Eck re same (.1); correspond with HB, J. Ryan re creditor inquiries (.1).
05/31/23	Trevor Eck	1.20	Draft responsive correspondence re creditor inquiries (.6); review, revise creditor inquiry summary re same (.3); correspond with R. Jacobson, K&E team, Kroll, pro se creditor inquiries (.3).
05/31/23	Sarah R. Margolis	0.30	Review, revise creditor inquiries (.2); correspond with T. Eck re same (.1).
Total		6.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082770
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through May 31, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 255,700.00
Total legal services rendered	\$ 255,700.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Rob Jacobson	87.10	1,155.00	100,600.50
Sarah R. Margolis	2.70	995.00	2,686.50
Christine A. Okike, P.C.	11.00	1,850.00	20,350.00
Isabella J. Paretti	34.30	735.00	25,210.50
Francis Petrie	46.80	1,295.00	60,606.00
Michael B. Slade	24.60	1,855.00	45,633.00
Josh Sussberg, P.C.	0.30	2,045.00	613.50
TOTALS	206.80		\$ 255,700.00

Wallet Withdrawal ReliefDescription of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/01/23	Rob Jacobson	8.20	Draft presentation for wallet withdrawal hearing (3.5); conference with M. Slade, Company re deposition preparations (2.0); draft talking points re wallet withdrawal hearing (.7); review, revise wallet withdrawal hearing presentation (1.5); conference with I. Paretti, S. Margolis re wallet relief updates, next steps (.5).
05/01/23	Sarah R. Margolis	0.30	Conference with I. Paretti, R. Jacobson re wallet pleadings.
05/01/23	Christine A. Okike, P.C.	2.00	Telephone conference with Company and K&E team re Wallet litigation.
05/01/23	Isabella J. Paretti	4.40	Review, revise summary re work in process re wallet withdrawal hearing preparation (.2); conference with R. Jacobson, S. Margolis re same (.2); conference with M. Slade, K&E team, Company re deposition preparation re same (2.4); research re rule 2019 re same (.2); review company diligence re same (.4); review, revise declaration re same (.7); correspond with M. Slade re same (.1); correspond with F. Petrie re same (.2).
05/01/23	Francis Petrie	4.70	Telephone conference with A. Cheela, M. Slade, and K&E team re deposition preparation (1.9); correspond with M. Slade, K&E team re wallet strategy (.4); review draft evidence re same (.5); correspond with R. Jacobson re same (.2); correspond with Company re interest calculation (.4); review schedules re same (.3); revise Cheela declaration and correspond with M. Slade, I. Paretti re same (1.0).
05/01/23	Michael B. Slade	2.90	Telephone conference with Company, witness, R. Jacobson, K&E team re wallet deposition.
05/01/23	Michael B. Slade	0.80	Review, revise stipulation re wallet-related issues.

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/02/23	Rob Jacobson	7.50	Review, revise amended Cheela declaration (1.5); telephone conference with I. Paretti, S. Margolis re same (.5); review, revise hearing presentation re wallet withdrawal relief (.6); attend deposition of A. Cheela re wallet withdrawal relief (3.3); prepare for same (.4); correspond with M. Slade, K&E team re deposition follow up (.6); coordinate filing of amended declaration (.6).
05/02/23	Sarah R. Margolis	0.10	Telephone conference with I. Paretti, R. Jacobson re works in process, wallet deposition, and hearing.
05/02/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company and F. Petrie, K&E team re Wallet.
05/02/23	Isabella J. Paretti	6.80	Conference with M. Slade, K&E team, Company re wallet withdrawal hearing preparation (1.3); conference with R. Jacobson, S. Margolis re same (.3); correspond with R. Jacobson, S. Margolis re same (.1); review, revise summary re work in process re same (.2); review, revise amended declaration re wallet withdrawal motion (.7); conference with Cole Schotz re same (.2); correspond with Cole Schotz re same (.3); conference with R. Jacobson re same (.1); correspond with R. Jacobson re same (.3); conference with ad hoc committee of wallet holders, Company, M. Slade, K&E team, Haynes and Boone re deposition re same (3.3).
05/02/23	Francis Petrie	3.80	Telephone conference with A. Cheela re deposition preparation (.4); attend deposition of A. Cheela (3.1); correspond with R. Jacobson re wallet issues (.3).
05/02/23	Michael B. Slade	4.80	Review wallet materials re deposition preparation (.5); conference with witness, R. Jacobson, K&E team re same (.6); defend deposition of witness re wallet motion (2.5); telephone conference with opposing counsel re amendments to wallet declaration (.9); conference with UCC re same (.3).
05/03/23	Rob Jacobson	3.90	Review, revise wallet presentation.
05/03/23	Isabella J. Paretti	0.60	Correspond with R. Jacobson re exhibit re wallet withdrawal motion related pleading (.2); review pleadings re same (.4).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/03/23	Francis Petrie	3.70	Conference with R. Jacobson, M. Slade re wallet hearing, responsive pleadings, deposition (.5); correspond with R. Jacobson, M. Slade re wallet hearing, responsive pleadings, deposition (3.2).
05/04/23	Rob Jacobson	14.40	Review, revise hearing presentation re wallet withdrawal relief (1.4); conference with M. Slade, F. Petrie re same (.5); review, revise wallet withdrawal presentation (1.7); review, analyze terms of service, diligence materials, declaration, reply re same (1.9); review, revise wallet withdrawal hearing presentation re same (3.9); draft summary materials re wallet withdrawal relief (.4); review, revise wallet hearing presentation deck re comments from F. Petrie (4.5); correspond with M. Slade re same (.1).
05/04/23	Isabella J. Paretti	0.90	Correspond with M. Slade re wallet withdrawal motion (.2); conference with R. Jacobson re same (.2); review pleadings re same (.5).
05/04/23	Francis Petrie	4.60	Telephone conference with M. Slade re wallet hearing preparation and materials (1.0); conferences with R. Jacobson, I. Paretti re hearing preparation and materials (3.6).
05/04/23	Michael B. Slade	1.40	Review, revise wallet stipulation.
05/04/23	Michael B. Slade	0.60	Review wallet materials for hearing.
05/05/23	Rob Jacobson	12.30	Review, analyze ad hoc committee brief re wallet relief (1.0); review, analyze case law re same (.6); review, revise wallet withdrawal hearing presentation re same (1.2); telephone conference with M. Slade re same (.4); prepare for same (.1); revise hearing presentation re M. Slade feedback (3.5); telephone conference with M. Slade, Company re witness hearing prep (1.0); review, comment on draft fact stipulations (.9); review, revise wallet withdrawal hearing presentation slides (3.6).
05/05/23	Sarah R. Margolis	2.30	Draft witness and exhibit list re wallet hearing (1.9); review precedent re same (.2); correspond with R. Jacobson re same (.2).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/05/23	Christine A. Okike, P.C.	2.10	Telephone conference with M. Slade, K&E team re Wallet hearing (.6); telephone conference with Company and K&E team re same (1.5).
05/05/23	Isabella J. Paretti	7.10	Review ad hoc committee of wallet holders' pleading re wallet withdrawal motion (1.8); correspond with R. Jacobson re same (.1); conference with M. Slade, K&E team re hearing preparation re same (1.0); conference with M. Slade, K&E team, company re same (2.3); review, revise stipulated facts re same (1.5); correspond with R. Jacobson re same (.2); conference with R. Jacobson re same (.2).
05/05/23	Francis Petrie	4.00	Telephone conference with M. Slade re wallet hearing materials (.4); telephone conference with A. Cheela, M. Slade, K&E team re wallet motion and hearing content (.9); correspond with R. Jacobson, K&E team re hearing materials and final evidence (1.2); finalize hearing materials (1.5).
05/05/23	Michael B. Slade	2.60	Conference with R. Jacobson, K&E team re wallet withdrawal motion presentation (.4); review, revise talking points re wallet withdrawal relief (2.2).
05/05/23	Michael B. Slade	1.50	Conference with witness, R. Jacobson, K&E team re wallet motion hearing.
05/05/23	Michael B. Slade	1.10	Review, revise proposed fact stipulation re wallet.
05/06/23	Rob Jacobson	8.10	Review, revise stipulations re wallet withdrawal relief (2.1); review, revise wallet hearing presentation (3.7); correspond with M. Slade, company re wallet withdrawal presentation (.2); review, revise presentation re citations to Cheela Declaration (2.1).
05/06/23	Isabella J. Paretti	1.20	Conference with R. Jacobson re wallet withdrawal motion stipulated facts (.2); correspond with M. Slade, K&E team re same (.2); review, revise same (.8).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/06/23	Francis Petrie	4.70	Conferences with R. Jacobson re wallet hearing (1.0); correspond with R. Jacobson and K&E team re materials for hearing, stipulations (1.2); review same (2.0); correspond with Company, M. Slade re same (.5).
05/07/23	Rob Jacobson	15.30	Review, revise wallet hearing presentation (3.9); telephone conference with A. Cheela re same (.3); telephone conferences with M. Slade re same (.5); review, compile wallet withdrawal exhibits, declarations, stipulated facts for hearing (3.4); review, revise wallet stipulated facts (.9); review, comments on exhibits re same (1.7); coordinate filing of same (.7); review, revise agenda for wallet hearing (1.2); review, revise proposed order re wallet withdrawal relief (1.4); draft board update re wallet withdrawal relief and related hearing (1.3).
05/07/23	Christine A. Okike, P.C.	0.80	Telephone conference with Troutman and F. Petrie, K&E teams re Wallet stipulation of facts (.5); telephone conference with J. Sussberg and M. Slade re Wallet hearing (.3).
05/07/23	Isabella J. Paretti	11.80	Analyze pleadings re wallet withdrawal motion (2.1); conference with R. Jacobson re same (.2); conferences with F. Petri, R. Jacobson re same (3.0); review, analyze exhibits re stipulated facts re same (3.0); prepare for hearing re same (3.5).
05/07/23	Francis Petrie	7.20	Review documents for wallet hearing (2.0); telephone conferences with M. Slade, A. Cheela, R. Jacobson re stipulations (1.0); review stipulations (.5); review agenda and arrange for filing (.5); conferences with I. Paretti, R. Jacobson re hearing preparation (3.2).
05/07/23	Michael B. Slade	3.30	Conference with opposing counsel re wallet (.5); review, revise talking points re wallet withdrawal motion (2.8).
05/08/23	Rob Jacobson	1.50	Prepare for wallet withdrawal hearing.
05/08/23	Isabella J. Paretti	1.50	Prepare pleadings and related materials re wallet withdrawal hearing (1.3); conference with M. Slade, K&E team re same (.2).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/08/23	Francis Petrie	1.90	Conferences with R. Jacobson, K&E team re wallet hearing preparation (.7); conferences with M. Slade, R. Jacobson re same (1.2).
05/08/23	Francis Petrie	2.20	Participate in hearing on wallet withdrawal motion.
05/08/23	Michael B. Slade	4.40	Participate in hearing re wallet withdrawal motion (3.9); review presentation, talking points re preparation for same (.5).
05/08/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re wallet hearing and status.
05/11/23	Rob Jacobson	1.00	Review, revise wallet withdrawal order (.9); correspond with M. Slade, C. Okike re same (.1).
05/11/23	Francis Petrie	0.80	Conference with __ re Wallet ruling (.2); correspond with R. Jacobson and K&E team re final form of order (.6).
05/11/23	Michael B. Slade	0.50	Attend hearing re wallet withdrawal motion (.3); correspond with R. Jacobson, K&E team re order re same (.2).
05/12/23	Francis Petrie	0.70	Review revised proposed wallet order (.2); correspond with R. Jacobson re same (.5).
05/12/23	Michael B. Slade	0.40	Review, revise order re wallet withdrawal motion.
05/15/23	Rob Jacobson	1.10	Review, revise wallet withdrawal order .
05/15/23	Christine A. Okike, P.C.	0.20	Review Wallet order.
05/15/23	Francis Petrie	0.70	Correspond with Company, R. Jacobson re final Wallet Order; review and revise Wallet Order re same.
05/25/23	Christine A. Okike, P.C.	0.30	Correspond with M. Henry re Wallet reconciliation.
05/26/23	Rob Jacobson	0.80	Conference with C. Okike, M. Slade, F. Petrie, R. Kanowitz re wallet (.4); review, analyze hearing transcript re same (.2); correspond with F. Petrie re same (.2).
05/26/23	Christine A. Okike, P.C.	1.30	Telephone conference with Haynes and Boone and F. Petrie, K&E teams re Wallet (.3); review Wallet order (.2); analyze Wallet setoff issue (.4); review Wallet communication materials (.4).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/26/23	Francis Petrie	2.10	Telephone conference with M. Slade, K&E and HB team re wallet communications (.3); correspond with C. Okike, M. Slade re same (.2); review transcripts re same (.7); review correspondence from M. Slade re same (.4); telephone conference with R. Jacobson re strategy (.5).
05/26/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re wallet assets and distribution timing.
05/30/23	Rob Jacobson	6.70	Conference with C. Okike, F. Petrie, I. Paretti re wallet relief, motion practice, distributions (.3); prepare for same (.3); review, comment on Walkers wallet pleadings re Bermuda proceedings (3.9); correspond with C. Okike, M. Slade, F. Petrie re same (.2); review, comment on C Street, Company drafted communications re wallet user interface updates (.4); correspond with F. Petrie re reviewing the same (.1); correspond with I. Paretti re wallet pleadings (.3); review, comment on same (.5); review, analyze matters, strategy re same (.7).
05/30/23	Christine A. Okike, P.C.	2.20	Telephone conference with Brown Rudnick and F. Petrie, K&E teams re Wallet surcharge (.5); telephone conference with F. Petrie, K&E team re Wallet surcharge motion (.4); review analysis of Bermuda preference law re Wallet (.5); telephone conference with Company, Haynes and Boone and K&E teams re Wallet surcharge (.5); review Wallet preference analysis (.3).
05/30/23	Francis Petrie	3.00	Telephone conferences with K&E, Brown Rudnick team re Wallet next steps (1.0); correspond with R. Jacobson re same (.7); review materials and draft re wallet distribution and timing (.8); telephone conference with Company re wallet release timing (.5).
05/30/23	Michael B. Slade	0.30	Conference with UCC re wallet issues (.2); correspond with UCC re same (.1).

Wallet Withdrawal Relief

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
05/31/23	Rob Jacobson	6.30	Correspond with C. Okike re C Street communication materials re user interface updates for wallet (.3); review, revise C Street communication materials re user interface updates for wallet (2.1); telephone conference with Company re same (.3); correspond with C. Okike re same (.3); review, comment on Walkers' wallet pleadings for the Bermuda proceedings (.7); draft correspondence re wallet withdrawal relief to multiple inquiring creditors (1.4); review, comment on language re wallet for Kroll portal (.4); correspond with C. Okike re same (.1); correspond with Walkers team re comments to wallet pleadings re Bermuda proceedings (.3); correspond with Company re same (.1); review, analyze matters, timing considerations re same (.3).
05/31/23	Christine A. Okike, P.C.	1.60	Review Bermuda Wallet pleadings and declarations (1.2); review correspondence to BMA re Wallet withdrawals (.4).
05/31/23	Francis Petrie	2.70	Correspond with R. Jacobson, K&E team re wallet communications and strategy (.3); review C. Street communications re wallet (1.8); distribute communications to UCC (.3); correspond with C Street team re same (.3).
Total		206.80	